

IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
DELPHI CORPORATION, et al. : Case No. 05-44481 (RDD)
Debtors. : (Jointly Administered)
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AFFIDAVIT OF SERVICE

I, Evan Gershbein, being duly sworn according to law, depose and say that I am employed by Kurtzman Carson Consultants, LLC, the Court appointed claims and noticing agent for the Debtors in the above-captioned cases.

On February 7, 2006, I caused to be served the documents listed below (i) upon the parties listed on Exhibit A hereto via overnight delivery, (ii) upon the parties listed on Exhibit B hereto via electronic notification, and (iii) upon the parties listed on Exhibit C hereto via postage pre-paid U.S. mail:

- 1) Application for Order Under 11 U.S.C. Sections 327(e) and 1107(b) and Fed. R. Bankr. P. 2014 Authorizing Employment and Retention of Baker & Daniels LLP as Patent Counsel to Debtors (Docket No. 2122) [a copy of which is attached hereto as Exhibit D]
- 2) Notice of Presentment of Order Under 11 U.S.C. Sections 327(e) and 1107(b) and Fed. R. Bankr. P. 2014 Authorizing Employment and Retention of Baker & Daniels LLP as Patent Counsel to Debtor (Docket No. 2123) [a copy of which is attached hereto as Exhibit E]
- 3) Application for Order Under 11 U.S.C. Sections 327(e) and 1107(b) and Fed. R. Bankr. P. 2014 Authorizing Employment and Retention of Jaeckle Fleischmann & Mugel, LLP as Intellectual Property Counsel to Debtors (Docket No. 2124) [a copy of which is attached hereto as Exhibit F]
- 4) Notice of Presentment of Order Under 11 U.S.C. Sections 327(e) and 1107(b) and Fed. R. Bankr. P. 2014 Authorizing Employment and Retention of Jaeckle Fleischmann & Mugel, LLP as Intellectual Property Counsel to Debtors (Docket No. 2125) [a copy of which is attached hereto as Exhibit G]
- 5) Application for Order Under 11 U.S.C. Sections 327(e) and 1107(b) and Fed. R. Bankr. P. 2014 Authorizing Employment and Retention of Quinn Emanuel Urquhart Oliver & Hedges, LLP as Special Litigation Counsel to Debtors (Docket No. 2126) [a copy of which is attached hereto as Exhibit H]

- 6) Notice of Presentment of Order Under 11 U.S.C. Sections 327(e) and 1107(b) and Fed. R. Bankr. P. 2014 Authorizing Employment and Retention of Quinn Emanuel Urquhart Oliver & Hedges, LLP as Special Litigation Counsel to Debtors (Docket No. 2127) [a copy of which is attached hereto as Exhibit I]
- 7) Application for Order Under 11 U.S.C. Sections 327(e) and 1107(b) and Fed. R. Bankr. P. 2014 Authorizing Employment and Retention of Radar, Fishman & Grauer PLLC as Intellectual Property Counsel to Debtors (Docket No. 2128) [a copy of which is attached hereto as Exhibit J]
- 8) Notice of Presentment of Order Under 11 U.S.C. Sections 327(e) and 1107(b) and Fed. R. Bankr. P. 2014 Authorizing Employment and Retention of Radar, Fishman & Grauer PLLC as Intellectual Property Counsel to Debtors (Docket No. 2129) [a copy of which is attached hereto as Exhibit K]
- 9) Application for Order Under 11 U.S.C. Sections 327(e) and 1107(b) and Fed. R. Bankr. P. 2014 Authorizing Employment and Retention of Thompson Hine LLP as Intellectual Property Counsel to Debtors (Docket No. 2130) [a copy of which is attached hereto as Exhibit L]
- 10) Notice of Presentment of Order Under 11 U.S.C. Sections 327(e) and 1107(b) and Fed. R. Bankr. P. 2014 Authorizing Employment and Retention of Thompson Hine LLP as Intellectual Property Counsel to Debtors (Docket No. 2131) [a copy of which is attached hereto as Exhibit M]

Dated: February 7, 2006

/s/ Evan Gershbein
Evan Gershbein

Subscribed and sworn to (or affirmed) before me on this 7th day of February, 2006, by Evan Gershbein, personally known to me or proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Signature : /s/ Sarah Elizabeth Frankel

Commission Expires: 12/23/08

EXHIBIT A

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	FAX	EMAIL	PARTY / FUNCTION		
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United States Trustee	Deirdre A. Martini	33 Whitehall Street	Suite 2100	New York	NY	10004	212-510-0500	212-668-2256	deirdre.martini@usdoj.gov	United States Trustee
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EXHIBIT B

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Curtis, Mallet-Prevost, Colt & mosle LLP	Steven J. Reisman	101 Park Avenue		New York	NY	10178-0061	2126966000	2126971559	sreisman@cm-p.com	Counsel for Flextronics International USA, Inc.	
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Delphi Corporation	Sean Corcoran, Karen Craft	5725 Delphi Drive		Troy	MI	48098	248-813-2000	248-813-2670	sean.p.corcoran@delphi.com	karen.j.craft@delphi.com	Debtors
Electronic Data Systems Corp.	Michael Nefkens	5505 Corporate Drive MSIA		Troy	MI	48098	248-696-1729	248-696-1739	mike.nefkens@eds.com	Creditor Committee Member	
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Freescale Semiconductor, Inc.	Richard Lee Chambers, III	6501 William Cannon Drive West	MD: OE16	Austin	TX	78735	512-895-6357	512-895-3090	trey.chambers@freescale.com	Creditor Committee Member	
FTI Consulting, Inc.	Randall S. Eisenberg	3 Times Square	11th Floor	New York	NY	10036	212-2471010	212-841-9350	randall.eisenberg@fticonsulting.com	Financial Advisors to Debtors	
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Hodgson Russ LLP	Stephen H. Gross	152 West 57th Street	35th Floor	New York	NY	10019	212-751-4300	212-751-0928	sgross@hodgsonruss.com	Counsel for Hexcel Corporation	
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EXHIBIT C

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EXHIBIT D

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International: (248) 813-2698

Delphi Legal Information Website:
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
:
DELPHI CORPORATION, et al. : Case No. 05-44481 (RDD)
:
Debtors. : (Jointly Administered)
:
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APPLICATION FOR ORDER UNDER 11 U.S.C. §§ 327(e) AND 1107(b) AND FED. R.
BANKR. P. 2014 AUTHORIZING EMPLOYMENT AND RETENTION OF
BAKER & DANIELS LLP AS PATENT COUNSEL TO DEBTORS

("BAKER & DANIELS LLP RETENTION APPLICATION")

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates (the "Affiliate Debtors"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), hereby submit this application (the "Application") for an order under 11 U.S.C. §§ 327(e) and 1107(b) and Fed. R. Bankr. P. 2014 authorizing the employment and retention of Baker & Daniels LLP ("Baker & Daniels") as patent counsel to the Debtors, nunc pro tunc to October 8, 2005. In support of this Application, the Debtors submit the Affidavit of Kevin R. Erdman, sworn to February 6, 2006 (the "Erdman Affidavit"). In further support of this Application, the Debtors respectfully represent as follows:

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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:
In re : Chapter 11
:
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
:
Debtors. : (Jointly Administered)
:
----- x

AFFIDAVIT OF KEVIN R. ERDMAN IN SUPPORT OF
APPLICATION FOR ORDER UNDER 11 U.S.C. §§ 327(e) AND 1107(b) AND FED. R.
BANKR. P. 2014 AUTHORIZING EMPLOYMENT AND RETENTION OF
BAKER & DANIELS LLP AS PATENT COUNSEL TO DEBTORS

STATE OF INDIANA

COUNTY OF MARION

KEVIN R. ERDMAN, being duly sworn, deposes and states as follows:

1. I am a patent attorney. I am a partner in the Firm of Baker & Daniels LLP ("Baker & Daniels"), proposed patent counsel for Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, the debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors").

2. I submit this affidavit (the "Affidavit")¹ in support of the Application For Order Under 11 U.S.C. §§ 327(e) And 1107(b) And Fed. R. Bankr. P. 2014 Authorizing Employment And Retention Of Baker & Daniels LLP As Patent Counsel To Debtors (the "Application") nunc pro tunc to October 8, 2005, filed concurrently herewith.

3. The address and telephone number of Baker & Daniels are as follows:

¹ Unless otherwise defined herein, all capitalized terms shall have the meanings ascribed to them in the Application.

300 North Meridian Street, Suite 2700
Indianapolis, IN 46204
317.237.0300

4. Baker & Daniels is well qualified to assist the Debtors in the manner described in the Application. Baker & Daniels has about thirty registered patent attorneys. Most importantly for present purposes, several members of Baker & Daniels have extensive experience in the Debtors' technologies and patent matters. Accordingly, the Debtors believe that Baker & Daniels is well qualified to serve as patent counsel in these chapter 11 cases in an efficient and effective manner.

5. Baker & Daniels has advised the Debtors regarding patent matters. Based on the services that Baker & Daniels has rendered to the Debtors, Baker & Daniels is thoroughly familiar with the Debtors' corporate structure, the nature of their financial status, and certain legal matters relating to the Debtors.

6. Generally, in connection with the Debtors' cases, Baker & Daniels intends to provide to the Debtors the following types of professional services:

- (a) Preparation and filing of patent applications focusing on, among others, the following areas of technical expertise: satellite radio transmission and reception technologies, automotive telecommunications systems, automotive safety systems, automotive circuit components, circuit board design and processing, and automotive entertainment systems;
- (b) Preparation and filing of responses to actions received from the U.S. and foreign patent offices related to, among others, the above-listed areas of technical expertise;
- (c) Preparation and filing of appeals with the United States Patent Office related to, among others, the above-listed areas of technical expertise;

- (d) Conduct searches related to, among others, the above-listed areas of technical expertise;
- (e) Providing patent opinions related to, among others, the above-listed areas of technical expertise;
- (f) Miscellaneous intellectual property advice and counsel related to copyrights, trademarks and know-how and contractual matters involving intellectual property.

7. In light of certain existing client representations on unrelated matters, the engagement of Skadden, Arps, Slate, Meagher, & Flom LLP ("Skadden") as the Debtors' bankruptcy counsel, the engagement of Shearman & Sterling LLP ("Shearman") as the Debtors' special counsel, the engagement of Togut, Segal & Segal LLP ("Togut") as the Debtors' conflicts counsel, and the engagement of other counsel for the Debtors Baker & Daniels will not be responsible for or undertake any representation with respect to (a) advising the Debtors concerning specific contracts and claims of certain of Baker & Daniels existing clients and (b) reviewing, interpreting, or commenting on the specific contracts and claims of certain of Baker & Daniels' existing clients. These existing client relationships, and the scope of the carve-out from Baker & Daniels' retention, are discussed more fully below.

8. It is Baker & Daniels' understanding that the Debtors may request that Baker & Daniels undertake specific matters beyond the limited scope of the responsibilities set forth above. Should Baker & Daniels agree in its discretion to undertake any such matter, it is Baker & Daniels' understanding that the Debtors will seek further order of this Court.

9. Baker & Daniels is making efforts, together with the Debtors' other counsel, to ensure that there is no duplication of effort or work between such firms and Baker & Daniels. It is Baker & Daniels' intention that the estates should receive the best value possible from the

efficient coordination of work among its counsel. Baker & Daniels believes that its lawyers and the rest of the lawyers retained in these chapter 11 cases have to date delineated clearly, and will continue to delineate clearly, the division of work between them, so as to avoid any duplication of effort and to maximize the efficiencies of the proposed arrangement.

10. Baker & Daniels has agreed to accept as compensation for the services rendered in connection with its representation of the Debtors its standard rates and charges for patent prosecution matters.

11. Baker & Daniels acknowledges that all amounts paid to Baker & Daniels during these chapter 11 cases are subject to final allowance by this Court. In the event that any fees or expenses paid to Baker & Daniels during these cases are disallowed by this Court, the fees and expenses will be disgorged by Baker & Daniels and returned to the Debtors or as otherwise ordered by this Court.

12. Baker & Daniels categorizes its billings by subject matter, in compliance with the applicable guidelines of the Office of the United States Trustee (the "U.S. Trustee Guidelines"). Baker & Daniels acknowledges its compensation in the Debtors' cases is subject to approval of this Court in accordance with section 330 of the Bankruptcy Code, Bankruptcy Rule 2016, and the U.S. Trustee Guidelines.

13. Baker & Daniels has conducted a check for conflicts of interest and other conflicts and connections with respect to the Debtors' bankruptcy cases. Baker & Daniels maintains a database containing the names of current, former, and potential clients and other principal parties related to such clients. I caused Baker & Daniels to review and analyze the conflict database to determine whether Baker & Daniels has any connection with the principal parties-in-interest in these chapter 11 cases, using information provided to Baker & Daniels by

the Debtors and Skadden, and information contained in the database, including (a) the names of the Debtors' prepetition lenders, (b) the names of significant creditors of the Debtors, and (c) the names of firms that the Debtors intend to or may employ during their chapter 11 cases.

14. Based upon this research, I have determined that Baker & Daniels has in the past represented, currently represents, and will likely in the future represent certain of the Debtors' creditors and other parties-in-interest in matters unrelated to the Debtors or these chapter 11 cases. I do not believe that the foregoing raises any actual or potential conflicts of interest of Baker & Daniels relating to the representation of the Debtors in these chapter 11 cases, but such relationships are disclosed out of an abundance of caution.

15. It is my intention that if Baker & Daniels becomes aware of any other connections of which it presently is unaware, Baker & Daniels will bring them to the attention of this Court and the U.S. Trustee.

Dated: Indianapolis, IN
February 6, 2006

By: /s/ Kevin R. Erdman
Kevin R. Erdman

Sworn to before me
this 6th day of February, 2006

/s Denise A. Fort
Notary Public

Background

A. The Chapter 11 Filings

1. On October 8, 2005, Delphi and certain of its U.S. subsidiaries filed voluntary petitions in this Court for reorganization relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1130, as amended (the "Bankruptcy Code"). On October 14, 2005, three additional U.S. subsidiaries of Delphi filed voluntary petitions in this Court for reorganization relief under the Bankruptcy Code. The Debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to sections 1107(b) and 1108 of the Bankruptcy Code. This Court entered orders directing the joint administration of the Debtor's chapter 11 cases (Dockets Nos. 28 and 404).

2. On October 17, 2005, the Office of the United States Trustee appointed an official committee of unsecured creditors. No trustee or examiner has been appointed in the Debtors' cases.

3. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding under 28 U.S.C. § 157(b)(2).

4. The statutory predicates for the relief requested herein are sections 327(e), and 1107(b) of the Bankruptcy Code and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules").

B. Current Business Operations Of The Debtors

5. With more than 180,000 employees worldwide, global 2004 revenues of approximately \$28.6 billion and global assets as of August 31, 2005 of approximately \$17.1

billion,¹ Delphi ranks as the fifth largest public company business reorganization in terms of revenues, and the thirteenth largest public company business reorganization in terms of assets. Delphi's non-U.S. subsidiaries are not chapter 11 debtors, will continue their business operations without supervision from the Bankruptcy Court, and will not be subject to the chapter 11 requirements of the U.S. Bankruptcy Code.

6. Over the past century, the operations which are now owned by Delphi have developed leading global technology innovations with significant engineering resources and technical competencies in a variety of disciplines. Today, the Company is arguably the single largest global supplier of vehicle electronics, transportation components, integrated systems and modules, and other electronic technology. The Company's technologies and products are present in more than 75 million vehicles on the road worldwide. The Company supplies products to nearly every major global automotive original equipment manufacturer with 2004 sales to its former parent, General Motors Corporation, equaling approximately \$15.4 billion and sales to each of Ford Motor Company, DaimlerChrysler Corporation, Renault/Nissan Motor Company, Ltd., and Volkswagen Group exceeding \$850 million.

7. As part of its growth strategy, Delphi has established an expansive global presence with a network of manufacturing sites, technical centers, sales offices, and joint ventures located in every major region of the world. In the U.S., the Debtors employ approximately 50,600 people. Those employees work in approximately 44 manufacturing sites and 13 technical centers across the country and in Delphi's worldwide headquarters and customer center located in Troy, Michigan. Approximately 34,750 of these individuals are hourly employees, 96% of whom are represented by approximately 49 different international and local

¹ The aggregated financial data used in this Application generally consists of consolidated information from Delphi and its worldwide subsidiaries and affiliates.

unions. Outside the United States, the Company's foreign entities employ more than 134,000 people, supporting 120 manufacturing sites and 20 technical centers across nearly 40 countries worldwide.

8. Delphi was incorporated in Delaware in 1998 as a wholly-owned subsidiary of GM. Prior to January 1, 1999, GM conducted the Company's business through various divisions and subsidiaries. Effective January 1, 1999, the assets and liabilities of these divisions and subsidiaries were transferred to Delphi and its subsidiaries and affiliates in accordance with the terms of a Master Separation Agreement between Delphi and GM. In connection with these transactions, Delphi accelerated its evolution from a North American-based, captive automotive supplier to a global supplier of components, integrated systems, and modules for a wide range of customers and applications. Although GM is still the Company's single largest customer, today more than half of Delphi's revenue is generated from non-GM sources.

9. Due to the significant planning that goes into each vehicle model, Delphi's efforts to generate new business do not immediately affect its financial results, because supplier selection in the auto industry is generally finalized several years prior to the start of production of the vehicle. When awarding new business, which is the foundation for the Company's forward revenue base, customers are increasingly concerned with the financial stability of their supply base. The Debtors believe that they will maximize stakeholder value and the Company's future prospects if they stabilize their businesses and continue to diversify their customer base. The Debtors also believe that this must be accomplished in advance of the expiration of certain benefit guarantees between GM and certain of Delphi's unions representing most of its U.S. hourly employees which coincides with the expiration of the Company's U.S. collective bargaining agreements in the fall of 2007.

C. Events Leading To The Chapter 11 Filing

10. In the first two years following Delphi's separation from GM, the Company generated approximately \$2 billion in net income. Every year thereafter, however, with the exception of 2002, the Company has suffered losses. In calendar year 2004, the Company reported a net operating loss of \$482 million on \$28.6 billion in net sales. Reflective of a downturn in the marketplace, Delphi's financial condition has deteriorated further in the first six months of 2005. The Company experienced net operating losses of \$608 million for the first six months of calendar year 2005 on six-month net sales of \$13.9 billion, which is approximately \$1 billion less in sales than during the same time period in calendar year 2004.²

11. The Debtors believe that three significant issues have largely contributed to the deterioration of the Company's financial performance: (a) increasingly unsustainable U.S. legacy liabilities and operational restrictions driven by collectively bargained agreements, including restrictions preventing the Debtors from exiting non-strategic, non-profitable operations, all of which have the effect of creating largely fixed labor costs, (b) a competitive U.S. vehicle production environment for domestic OEMs resulting in the reduced number of motor vehicles that GM produces annually in the United States and related pricing pressures, and (c) increasing commodity prices.

12. In light of these factors, the Company determined that it would be imprudent and irresponsible to defer addressing and resolving its U.S. legacy liabilities, product portfolio, operational issues, and forward looking revenue requirements. Having concluded that pre-filing discussions with its Unions and GM were not leading to the implementation of a plan sufficient to address the Debtors' issues on a timely basis, the Company determined to commence

² Reported net losses in calendar year 2004 were \$4.8 billion, reflecting a \$4.1 billion tax charge, primarily related to the recording of a valuation allowance on the U.S. deferred tax assets as of December 31, 2004.

these chapter 11 cases for its U.S. businesses to complete the Debtors' transformation plan and preserve value.

13. Through the reorganization process, the Debtors intend to achieve competitiveness for Delphi's core U.S. operations by modifying or eliminating non-competitive legacy liabilities and burdensome restrictions under current labor agreements and realigning Delphi's global product portfolio and manufacturing footprint to preserve the Company's core businesses. This will require negotiation with key stakeholders over their respective contributions to the restructuring plan or, absent consensual participation, the utilization of the chapter 11 process to achieve the necessary cost savings and operational effectiveness envisioned in the Company's transformation plan. The Debtors believe that a substantial segment of Delphi's U.S. business operations must be divested, consolidated, or wound-down through the chapter 11 process.

14. Upon the conclusion of this process, the Debtors expect to emerge from chapter 11 as a stronger, more financially sound business with viable U.S. operations that are well-positioned to advance global enterprise objectives. In the meantime, Delphi will marshal all of its resources to continue to deliver value and high-quality products to its customers globally. Additionally, the Company will preserve and continue the strategic growth of its non-U.S. operations and maintain its prominence as the world's premier auto supplier.

Relief Requested

15. By this Application, the Debtors request entry of an order authorizing the Debtors to employ and retain Baker & Daniels to an ongoing professional relationship between the Debtors and Baker & Daniels.

Basis For Relief

16. The Debtors submit that Baker & Daniels proposed retention meets all the prerequisites for retention of special counsel under section 327(e) of the Bankruptcy Code, which permits a debtor-in-possession, with court approval, to employ counsel that has represented the Debtors prior to the commencement of their chapter 11 cases, for a "specified special purpose" if such employment is in the best interest of the Debtors. Because Baker & Daniels is the proposed patent counsel to the Debtors, but not the proposed bankruptcy counsel in these chapter 11 cases, section 327(e) does not require that Baker & Daniels and its attorneys be "disinterested persons" as defined in section 101(14) of the Bankruptcy Code. Rather, section 327(e) instead requires that Baker & Daniels not represent or hold any interest adverse to the estates or the Debtors with respect to the matter on which Baker & Daniels is to be employed. As discussed below, the employment of Baker & Daniels as patent counsel is in the best interests of the Debtors.

The Debtors' Employment Of Baker & Daniels LLP
Is In The Best Interests Of The Estates

17. Baker & Daniels will serve as patent counsel to the Debtors during these chapter 11 cases. Baker & Daniels has performed similar work for the Debtors in the past and is therefore familiar with the Debtors' businesses and operations. In particular, Baker & Daniels is especially attuned to the unique technological issues that arise in the Debtors' industry.

18. Baker & Daniels is well qualified to assist the Debtors in the manner described in the Application. Baker & Daniels has about thirty registered patent attorneys qualified for this engagement. Most importantly for present purposes, several members of Baker & Daniels have extensive experience in the Debtors' technologies and patent matters. Accordingly, the Debtors believe that Baker & Daniels is well qualified to serve as patent counsel in these chapter 11 cases in an efficient and effective manner.

19. The Debtors believe that the employment of Baker & Daniels will enhance and will not duplicate the employment of Skadden, Arps, Slate, Meagher, & Flom LLP ("Skadden"), the Debtors' general bankruptcy counsel, Shearman & Sterling LLP ("Shearman"), the Debtors' special counsel, Togut, Segal & Segal LLP ("Togut"), the Debtors' conflicts counsel, or any of the other professionals retained by the Debtors to perform specific tasks that are unrelated to the work to be performed by Baker & Daniels as Patent counsel to the Debtors. The Debtors understand that Baker & Daniels LLP will work with the other professionals retained by the Debtors to avoid any such duplication.

Services To Be Rendered

20. Pursuant to mutually understood ordinary course of business terms, the Debtors wish to engage Baker & Daniels to provide services to the Debtors in connection with patent matters. The Debtors anticipate that such services will include the following:

- (a) Preparation and filing of patent applications focusing on, among others, the following areas of technical expertise: satellite radio transmission and reception technologies, automotive telecommunications systems, automotive safety systems, automotive circuit components, circuit board design and processing, and automotive entertainment systems;
- (b) Preparation and filing of responses to actions received from the U.S. and foreign patent offices related to, among others, the above-listed areas of technical expertise;
- (c) Preparation and filing of appeals with the United States Patent Office related to, among others, the above-listed areas of technical expertise;
- (d) Conduct searches related to, among others, the above-listed areas of technical expertise;
- (e) Providing patent opinions related to, among others, the above-listed areas of technical expertise;
- (f) Miscellaneous intellectual property advice and counsel related to copyrights, trademarks and know-how and contractual matters involving intellectual property.

21. Baker & Daniels has indicated its desire and willingness to represent the Debtors as set forth herein and to render the necessary professional services as patent counsel to the Debtors.

22. The Debtors may request that Baker & Daniels undertake specific matters beyond the scope of the responsibilities set forth above. Should Baker & Daniels agree in its discretion to undertake any such matter, the Debtors shall seek further order of this Court.

Disinterestedness Of Professionals

23. The Erdman Affidavit filed in support of this Application contains information available to date on Baker & Daniels' connections with other parties-in-interest, as required by Bankruptcy Rule 2014(a). To the best of the Debtors' knowledge, and based on the information in the attached Erdman Affidavit, Baker & Daniels, its partners, counsel, and associates do not hold or represent any interest adverse to the Debtors, their creditors, any other party-in-interest in these chapter 11 cases, their respective attorneys and investment advisors, the U.S. Trustee, or any person employed therein, with respect to the matters on which Baker & Daniels is to be employed.

24. Baker & Daniels has disclosed to the Debtors that Baker & Daniels has in the past represented, currently represents, and will likely in the future represent certain of the Debtors' creditors and other parties-in-interest in matters unrelated to the Debtors or their chapter 11 cases. Baker & Daniels does not believe that the foregoing raises any actual or potential conflict of interest of Baker & Daniels relating to the representation of the Debtors as their patent counsel in these chapter 11 cases, but such relationships are disclosed out of an abundance of caution. The Debtors understand that, in order to vitiate any actual or potential conflicts of interest, Baker & Daniels will not assist the Debtors in connection with their analysis, negotiations, and litigation, if any, with parties with whom Baker & Daniels has existing client relationships, and that Skadden (or other counsel if Skadden has a conflict), instead, will handle these tasks.

Professional Compensation

25. Baker & Daniels intends to apply to this Court for compensation and reimbursement of expenses in accordance with section 330(a) of the Bankruptcy Code, the Bankruptcy Rules, applicable guidelines established by the U.S. Trustee, and orders of this Court. Baker & Daniels acknowledges that all compensation will be subject to this Court's review and approval, after notice and a hearing.

26. Under the applicable provisions of the Bankruptcy Code, and subject to the approval of this Court, the Debtors propose to pay Baker & Daniels its standard rates and charges for patent prosecution matters.

27. No arrangement is proposed between the Debtors and Baker & Daniels for compensation to be paid in these chapter 11 cases other than as set forth above and in the Erdman Affidavit.

28. At the Debtors' request, Baker & Daniels has continued to assist the Debtors in connection with their Patent issues since October 8, 2005 and hence the Debtors request Baker & Daniels' retention to be effective nunc pro tunc to October 8, 2005.

Conclusion

29. For the foregoing reasons, the Debtors submit that the employment of Baker & Daniels as the Debtors' patent counsel on the terms set forth herein is in the best interests of the estates.

Notice

30. Notice of this Application has been provided in accordance with the Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing (I) Omnibus Hearing Dates, (II) Certain Notice, Case Management, And Administrative Procedures, And (III) Scheduling An Initial Case Conference In Accordance

With Local Bankr. R. 1007-2(e) entered by this Court on October 14, 2005 (Docket No. 245). In light of the nature of the relief requested, the Debtors submit that no other or further notice is necessary.

Memorandum Of Law

31. Because the legal points and authorities upon which this Application relies are incorporated herein, the Debtors respectfully request that the requirement of the service and filing of a separate memorandum of law under Rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York be deemed satisfied.

WHEREFORE, the Debtors respectfully request that this Court enter an order (a) authorizing the Debtors to employ and retain Baker & Daniels LLP as their Patent counsel to perform the services set forth herein and (b) granting the Debtors such other and further relief as is just.

Dated: New York, New York
February 7, 2006

DELPHI CORPORATION, on behalf of itself and certain of its subsidiaries and affiliates, as Debtors and Debtors-in-possession

By: /s/ David M. Sherbin
Name: David M. Sherbin
Title: Vice President, General Counsel, and Chief Compliance Officer

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
: Case No. 05-44481 (RDD)
DELPHI CORPORATION, et al., :
Debtors. : (Jointly Administered)
:
----- x

ORDER UNDER 11 U.S.C. §§ 327(e) AND 1107(b) AND FED. R. BANKR. P. 2014
AUTHORIZING EMPLOYMENT AND RETENTION OF BAKERS & DANIELS LLP
AS PATENT COUNSEL TO DEBTORS

("BAKERS & DANIELS RETENTION ORDER")

Upon the application, dated February 7, 2006 (the "Application"), of Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order (the "Order") under 11 U.S.C. §§ 327(e) and 1107(b) and Fed. R. Bankr. P. 2014 authorizing the employment and retention of ("Baker & Daniels") as patent counsel to the Debtors; and upon the Affidavit of Kevin R. Erdman, sworn to February 6, 2006, in support of the Application (the "Erdman Affidavit"); and this Court being satisfied with the representations made in the Application and the Erdman Affidavit that Baker & Daniels does not represent or hold any interest adverse to any of the Debtors' estates or the Debtors with respect to the matters on which Baker & Daniels is to be employed, and that Baker & Daniels' employment is necessary and would be in the best interests of each of the Debtors' estates; and it appearing that proper and adequate notice has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Application is GRANTED.

2. The Debtors' employment of Baker & Daniels as their patent counsel, pursuant to the Application, is approved under sections 327(e) and 1107(b) of the Bankruptcy Code, and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") with approval of such employment being effective as of the Petition Date, October 8, 2005.

3. Baker & Daniels shall be compensated in accordance with the standards and procedures set forth in sections 330 and 331 of the Bankruptcy Code and all applicable Bankruptcy Rules, Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York (the "Local Rules"), guidelines established by the Office of the United States Trustee, and further orders of this Court.

4. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Final Order.

5. The requirement under Local Rule 9013-1(b) for the service and filing of a separate memorandum of law is deemed satisfied by the Application.

Dated: New York, New York
[_____]

UNITED STATES BANKRUPTCY JUDGE

EXHIBIT E

Objections Due: February 17, 2006 at 4:00 p.m.

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606
(312) 407-0700
John Wm. Butler, Jr. (JB 4711)
John K. Lyons (JL 4951)
Ron E. Meisler (RM 3026)

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
Four Times Square
New York, New York 10036
(212) 735-3000
Kayalyn A. Marafioti (KM 9632)
Thomas J. Matz (TM 5986)

Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

Delphi Legal Information Hotline:
Toll Free: (800) 718-5305
International: (248) 813-2698

Delphi Legal Information Website:
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

----- X
:
In re : Chapter 11
:
DELPHI CORPORATION, et al. : Case No. 05- 44481 (RDD)
:
Debtors. : (Jointly Administered)
:
----- X

**NOTICE OF PRESENTMENT OF ORDER UNDER 11 U.S.C. §§ 327(e) AND 1107(b)
AND FED. R. BANKR. P. 2014 AUTHORIZING EMPLOYMENT AND RETENTION
OF BAKER & DANIELS LLP AS PATENT COUNSEL TO DEBTORS**

PLEASE TAKE NOTICE that on February 7, 2006, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases filed the Application For An Order Under 11 U.S.C. §§ 327(e) And 1107(b) And Fed. R. Bankr. P. 2014 Authorizing Debtors Employment And Retention Of Baker & Daniels LLP ("Baker & Daniels") As Patent Counsel to Debtors (the "Application").

PLEASE TAKE FURTHER NOTICE that if timely written objections are filed, served, and received in accordance with this notice, a hearing to consider approval of the Application will be held on March 9, 2006, at 10:00 a.m. (Prevailing Eastern Time) (the "Hearing") before the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York, 10004.

PLEASE TAKE FURTHER NOTICE that if no written objections to the Application are timely filed, served, and received, the order filed with the Application and attached to this notice as Exhibit A will be submitted for signature to the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004 on February 17, 2006.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Application must (a) be in writing, (b) conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the Order Under 11

U.S.C. §§ 102 (1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing (I) Omnibus Hearing Dates, (II) Certain Notice, Case Management, And Administrative Procedures, And (III) Scheduling An Initial Case Conference In Accordance With Local Bankr. R. 1007-2(e) (the "Case Management Order") (Docket No. 245), (c) be filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) registered users of the Bankruptcy Court's case filing system must file electronically, and all other parties-in-interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format), (d) be submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, and (e) be served upon (i) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098 (Att'n: General Counsel), (ii) counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Att'n: John Wm. Butler, Jr.), (iii) counsel for the agent under the Debtors' prepetition credit facility, Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, New York 10017 (Att'n: Kenneth S. Ziman), (iv) counsel for the agent under the postpetition credit facility, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017 (Att'n: Marlane Melican), (v) counsel for the Official Committee of Unsecured Creditors, Latham & Watkins, 885 Third Avenue, New York, New York 10022 (Att'n: Robert J. Rosenberg and Mark A. Broude), (vi) Baker & Daniels LLP, 300 North Meridian Street, Suite 2700, Indianapolis, IN 46204 (Att'n: Kevin R. Erdman), and (vii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004 (Att'n: Alicia M. Leonhard), in

each case so as to be **received** no later than **4:00 p.m. (Prevailing Eastern Time) on February 17, 2006** (the "Objection Deadline").

PLEASE TAKE FURTHER NOTICE that only those objections made as set forth herein and in accordance with the Case Management Order will be considered by the Bankruptcy Court at the Hearing. If no objections to the Application are timely filed and served in accordance with the procedures set forth herein and in the Case Management Order, the Bankruptcy Court may enter an order granting the Application **without further notice.**

Dated: New York, New York
February 7, 2006

SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP

By: /s/ John Wm. Butler, Jr.
John Wm. Butler, Jr. (JB 4711)
John K. Lyons (JL 4951)
Ron E. Meisler (RM 3026)
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606
(312) 407-0700

- and -

By: /s/ Kayalyn A. Marafioti
Kayalyn A. Marafioti (KM 9632)
Thomas J. Matz (TM 5986)
Four Times Square
New York, New York 10036
(212) 735-3000

Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

----- x
In re : Chapter 11
: Case No. 05-44481 (RDD)
DELPHI CORPORATION, et al., :
Debtors. : (Jointly Administered)
:
----- x

ORDER UNDER 11 U.S.C. §§ 327(e) AND 1107(b) AND FED. R. BANKR. P. 2014
AUTHORIZING EMPLOYMENT AND RETENTION OF BAKERS & DANIELS LLP
AS PATENT COUNSEL TO DEBTORS

("BAKERS & DANIELS RETENTION ORDER")

Upon the application, dated February 7, 2006 (the "Application"), of Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order (the "Order") under 11 U.S.C. §§ 327(e) and 1107(b) and Fed. R. Bankr. P. 2014 authorizing the employment and retention of ("Baker & Daniels") as patent counsel to the Debtors; and upon the Affidavit of Kevin R. Erdman, sworn to February 6, 2006, in support of the Application (the "Erdman Affidavit"); and this Court being satisfied with the representations made in the Application and the Erdman Affidavit that Baker & Daniels does not represent or hold any interest adverse to any of the Debtors' estates or the Debtors with respect to the matters on which Baker & Daniels is to be employed, and that Baker & Daniels' employment is necessary and would be in the best interests of each of the Debtors' estates; and it appearing that proper and adequate notice has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Application is GRANTED.

2. The Debtors' employment of Baker & Daniels as their patent counsel, pursuant to the Application, is approved under sections 327(e) and 1107(b) of the Bankruptcy Code, and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") with approval of such employment being effective as of the Petition Date, October 8, 2005.

3. Baker & Daniels shall be compensated in accordance with the standards and procedures set forth in sections 330 and 331 of the Bankruptcy Code and all applicable Bankruptcy Rules, Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York (the "Local Rules"), guidelines established by the Office of the United States Trustee, and further orders of this Court.

4. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Final Order.

5. The requirement under Local Rule 9013-1(b) for the service and filing of a separate memorandum of law is deemed satisfied by the Application.

Dated: New York, New York
[_____]

UNITED STATES BANKRUPTCY JUDGE

EXHIBIT F

Delphi Legal Information Hotline:
Toll Free: (800) 718-5305
International: (248) 813-2698

Delphi Legal Information Website:
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

----- X
:
In re : Chapter 11
:
DELPHI CORPORATION, et al. : Case No. 05-44481 (RDD)
:
Debtors. : (Jointly Administered)
:
----- X

APPLICATION FOR ORDER UNDER 11 U.S.C. §§ 327(e) AND 1107(b) AND FED R.
BANKR. P. 2014 AUTHORIZING EMPLOYMENT AND RETENTION OF
JAECKLE FLEISCHMANN & MUGEL, LLP AS INTELLECTUAL PROPERTY
COUNSEL TO DEBTORS

("JAECKLE FLEISCHMANN RETENTION APPLICATION")

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates (the "Affiliate Debtors"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), hereby submit this application (the "Application") for an order under 11 U.S.C. §§ 327(e) and 1107(b) and Fed. R. Bankr. P. 2014 authorizing the employment and retention of Jaeckle Fleischmann & Mugel, LLP ("JF&M") as Intellectual Property Counsel to the Debtors, nunc pro tunc to October 8, 2005. In support of this Application, the Debtors submit the Affidavit of Ronald J. Kisicki, sworn to February 6, 2006 (the "Kisicki Affidavit").
In further support of this Application, the Debtors respectfully represent as follows:

Background

A. The Chapter 11 Filings

1. On October 8, 2005, Delphi and certain of its U.S. subsidiaries filed voluntary petitions in this Court for reorganization relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1130, as amended (the "Bankruptcy Code"). On October 14, 2005, three additional U.S. subsidiaries of Delphi filed voluntary petitions in this Court for reorganization relief under the Bankruptcy Code. The Debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to sections 1107(b) and 1108 of the Bankruptcy Code. This Court entered orders directing the joint administration of the Debtor's chapter 11 cases (Dockets Nos. 28 and 404).

2. On October 17, 2005, the Office of the United States Trustee appointed an official committee of unsecured creditors. No trustee or examiner has been appointed in the Debtors' cases.

3. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding under 28 U.S.C. § 157(b)(2).

4. The statutory predicates for the relief requested herein are sections 327(e), and 1107(b) of the Bankruptcy Code and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules").

B. Current Business Operations Of The Debtors

5. With more than 180,000 employees worldwide, global 2004 revenues of approximately \$28.6 billion and global assets as of August 31, 2005 of approximately \$17.1

billion,¹ Delphi ranks as the fifth largest public company business reorganization in terms of revenues, and the thirteenth largest public company business reorganization in terms of assets. Delphi's non-U.S. subsidiaries are not chapter 11 debtors, will continue their business operations without supervision from the Bankruptcy Court, and will not be subject to the chapter 11 requirements of the U.S. Bankruptcy Code.

6. Over the past century, the operations which are now owned by Delphi have developed leading global technology innovations with significant engineering resources and technical competencies in a variety of disciplines. Today, the Company is arguably the single largest global supplier of vehicle electronics, transportation components, integrated systems and modules, and other electronic technology. The Company's technologies and products are present in more than 75 million vehicles on the road worldwide. The Company supplies products to nearly every major global automotive original equipment manufacturer with 2004 sales to its former parent, General Motors Corporation, equaling approximately \$15.4 billion and sales to each of Ford Motor Company, DaimlerChrysler Corporation, Renault/Nissan Motor Company, Ltd., and Volkswagen Group exceeding \$850 million.

7. As part of its growth strategy, Delphi has established an expansive global presence with a network of manufacturing sites, technical centers, sales offices, and joint ventures located in every major region of the world. In the U.S., the Debtors employ approximately 50,600 people. Those employees work in approximately 44 manufacturing sites and 13 technical centers across the country and in Delphi's worldwide headquarters and customer center located in Troy, Michigan. Approximately 34,750 of these individuals are hourly employees, 96% of whom are represented by approximately 49 different international and local

¹ The aggregated financial data used in this Application generally consists of consolidated information from Delphi and its worldwide subsidiaries and affiliates.

unions. Outside the United States, the Company's foreign entities employ more than 134,000 people, supporting 120 manufacturing sites and 20 technical centers across nearly 40 countries worldwide.

8. Delphi was incorporated in Delaware in 1998 as a wholly-owned subsidiary of GM. Prior to January 1, 1999, GM conducted the Company's business through various divisions and subsidiaries. Effective January 1, 1999, the assets and liabilities of these divisions and subsidiaries were transferred to Delphi and its subsidiaries and affiliates in accordance with the terms of a Master Separation Agreement between Delphi and GM. In connection with these transactions, Delphi accelerated its evolution from a North American-based, captive automotive supplier to a global supplier of components, integrated systems, and modules for a wide range of customers and applications. Although GM is still the Company's single largest customer, today more than half of Delphi's revenue is generated from non-GM sources.

9. Due to the significant planning that goes into each vehicle model, Delphi's efforts to generate new business do not immediately affect its financial results, because supplier selection in the auto industry is generally finalized several years prior to the start of production of the vehicle. When awarding new business, which is the foundation for the Company's forward revenue base, customers are increasingly concerned with the financial stability of their supply base. The Debtors believe that they will maximize stakeholder value and the Company's future prospects if they stabilize their businesses and continue to diversify their customer base. The Debtors also believe that this must be accomplished in advance of the expiration of certain benefit guarantees between GM and certain of Delphi's unions representing most of its U.S. hourly employees which coincides with the expiration of the Company's U.S. collective bargaining agreements in the fall of 2007.

C. Events Leading To The Chapter 11 Filing

10. In the first two years following Delphi's separation from GM, the Company generated approximately \$2 billion in net income. Every year thereafter, however, with the exception of 2002, the Company has suffered losses. In calendar year 2004, the Company reported a net operating loss of \$482 million on \$28.6 billion in net sales. Reflective of a downturn in the marketplace, Delphi's financial condition has deteriorated further in the first six months of 2005. The Company experienced net operating losses of \$608 million for the first six months of calendar year 2005 on six-month net sales of \$13.9 billion, which is approximately \$1 billion less in sales than during the same time period in calendar year 2004.²

11. The Debtors believe that three significant issues have largely contributed to the deterioration of the Company's financial performance: (a) increasingly unsustainable U.S. legacy liabilities and operational restrictions driven by collectively bargained agreements, including restrictions preventing the Debtors from exiting non-strategic, non-profitable operations, all of which have the effect of creating largely fixed labor costs, (b) a competitive U.S. vehicle production environment for domestic OEMs resulting in the reduced number of motor vehicles that GM produces annually in the United States and related pricing pressures, and (c) increasing commodity prices.

12. In light of these factors, the Company determined that it would be imprudent and irresponsible to defer addressing and resolving its U.S. legacy liabilities, product portfolio, operational issues, and forward looking revenue requirements. Having concluded that pre-filing discussions with its Unions and GM were not leading to the implementation of a plan sufficient to address the Debtors' issues on a timely basis, the Company determined to commence

² Reported net losses in calendar year 2004 were \$4.8 billion, reflecting a \$4.1 billion tax charge, primarily related to the recording of a valuation allowance on the U.S. deferred tax assets as of December 31, 2004.

these chapter 11 cases for its U.S. businesses to complete the Debtors' transformation plan and preserve value.

13. Through the reorganization process, the Debtors intend to achieve competitiveness for Delphi's core U.S. operations by modifying or eliminating non-competitive legacy liabilities and burdensome restrictions under current labor agreements and realigning Delphi's global product portfolio and manufacturing footprint to preserve the Company's core businesses. This will require negotiation with key stakeholders over their respective contributions to the restructuring plan or, absent consensual participation, the utilization of the chapter 11 process to achieve the necessary cost savings and operational effectiveness envisioned in the Company's transformation plan. The Debtors believe that a substantial segment of Delphi's U.S. business operations must be divested, consolidated, or wound-down through the chapter 11 process.

14. Upon the conclusion of this process, the Debtors expect to emerge from chapter 11 as a stronger, more financially sound business with viable U.S. operations that are well-positioned to advance global enterprise objectives. In the meantime, Delphi will marshal all of its resources to continue to deliver value and high-quality products to its customers globally. Additionally, the Company will preserve and continue the strategic growth of its non-U.S. operations and maintain its prominence as the world's premier auto supplier.

Relief Requested

15. By this Application, the Debtors request entry of an order authorizing the Debtors to employ and retain JF&M pursuant to the current fee arrangement with JF&M as set forth in the Kisicki affidavit, and by that certain engagement letter dated June 13, 2005 attached hereto as Exhibit 1 (the "Engagement Letter").

Basis For Relief

16. The Debtors submit that JF&M's proposed retention meets all the prerequisites for retention of special counsel under section 327(e) of the Bankruptcy Code, which permits a debtor-in-possession, with court approval, to employ counsel that has represented the Debtors prior to the commencement of their chapter 11 cases, for a "specified special purpose" if such employment is in the best interest of the Debtors. JF&M is the proposed intellectual property counsel to the Debtors, but not the proposed bankruptcy counsel in these chapter 11 cases, section 327(e) does not require that JF&M and its attorneys be "disinterested persons" as defined in section 101(14) of the Bankruptcy Code. Rather, section 327(e) instead requires that JF&M not represent or hold any interest adverse to the estates or the Debtors with respect to the matter on which JF&M is to be employed. As discussed below, the employment of JF&M as intellectual property counsel is in the best interests of the Debtors.

The Debtors' Employment Of JF&M
Is In The Best Interests Of The Estates

17. JF&M will serve as intellectual property counsel to the Debtors during these chapter 11 cases. JF&M has performed similar work for the Debtors in the past and is therefore familiar with the Debtors' businesses and operations. In particular, JF&M is especially attuned to the unique intellectual property issues that arise in the Debtors' industry.

18. Most importantly for present purposes, several members of JF&M have extensive experience in intellectual property law and its interplay with the Debtors' technology. Accordingly, the Debtors believe that JF&M is well qualified to serve as Intellectual Property Counsel in an efficient and effective manner.

19. The Debtors believe that the employment of JF&M will enhance and will not duplicate the employment of Skadden, Arps, Slate, Meagher, & Flom LLP ("Skadden"), the

Debtors' general bankruptcy counsel, Shearman & Sterling LLP ("Shearman"), the Debtors' special counsel, Togut, Segal & Segal LLP ("Togut"), the Debtors' conflicts counsel, or any other professionals retained by the Debtors to perform specific tasks that are unrelated to the work to be performed by JF&M as intellectual property counsel to the Debtors. The Debtors understand that JF&M will work with the other professionals retained by the Debtors to avoid any such duplication.

Services To Be Rendered By JF&M

20. As set forth in the Kisicki Affidavit and the Engagement Letter, the Debtors wish to engage JF&M to provide services to the Debtors in connection with intellectual property matters. The Debtors anticipate that such services will include the following:

- (a) Preparation and filing of patent applications focusing on, among others, the following areas of technical expertise: automotive engines, automotive engine components, valve trains, direct injection gasoline systems, and general fuel handling systems;
- (b) Preparation and filing of responses to actions received from the U.S. and foreign patent offices related to, among others, the above-listed areas of technical expertise;
- (c) Preparation and filing of appeals with the United States Patent Office related to, among others, the above listed areas of technical expertise;
- (d) Conduct searches related to, among others, the above-listed areas of technical expertise;
- (e) Providing patent opinions related to, among others, the above-listed areas of technical expertise;

(f) Miscellaneous intellectual property advice and counsel related to copyrights, trademarks and know-how and contractual matters involving intellectual property.

21. JF&M has indicated its desire and willingness to represent the Debtors as set forth herein and to render the necessary professional services as intellectual property counsel to the Debtors.

22. The Debtors may request that JF&M undertake specific matters beyond the scope of Intellectual Property set forth above. Should JF&M agree in its discretion to undertake any such matter, the Debtors shall seek further order of this Court.

Disinterestedness Of Professionals

23. The Kisicki Affidavit filed in support of this Application contains information available to date on JF&M's connections with other parties-in-interest, as required by Bankruptcy Rule 2014(a). To the best of the Debtors' knowledge, and based on the information in the attached Kisicki Affidavit, JF&M, its partners and associates, do not hold or represent any interest adverse to the Debtors, their creditors, any other party-in-interest in these chapter 11 cases, their respective attorneys and investment advisors, the U.S. Trustee, or any person employed therein, with respect to the matters on which JF&M is to be employed.

24. JF&M has disclosed to the Debtors that JF&M has in the past represented, currently represents, and will likely in the future represent certain of the Debtors' creditors and other parties-in-interest in matters unrelated to the Debtors or their chapter 11 cases. JF&M does not believe that the foregoing raises any actual or potential conflict of interest of JF&M relating to the representation of the Debtors as their intellectual property counsel in these chapter 11

cases, but such relationships are disclosed out of an abundance of caution. The Debtors understand that, in order to vitiate any actual or potential conflicts of interest, JF&M will not assist the Debtors in connection with their analysis, negotiations, and litigation, if any, with parties with whom JF&M has existing client relationships, and that Skadden, Arps (or other counsel if Skadden has a conflict), instead, will handle these tasks.

Professional Compensation

25. JF&M intends to apply to this Court for compensation and reimbursement of expenses in accordance with section 330(a) of the Bankruptcy Code, the Bankruptcy Rules, applicable guidelines established by the U.S. Trustee, and orders of this Court. JF&M acknowledges that all compensation will be subject to this Court's review and approval, after notice and a hearing.

26. Under the applicable provisions of the Bankruptcy Code, and subject to the approval of this Court, the Debtors propose to pay JF&M under the terms of the current fee arrangement as set forth in the Kisicki Affidavit and Engagement Letter.

27. No arrangement is proposed between the Debtors and JF&M for compensation to be paid in these chapter 11 cases other than as set forth above, in the Engagement Letter, and in the Kisicki Affidavit.

28. At the Debtors' request, JF&M has continued to assist the Debtors' in connection with their intellectual property issues since October 8, 2005 and hence the Debtors request that JF&M's retention be effective nunc pro tunc to October 8, 2005.

Conclusion

29. For the foregoing reasons, the Debtors submit that the employment of JF&M as the Debtors' intellectual property counsel on the terms set forth herein is in the best interests of the estates.

Notice

30. Notice of this Application has been provided in accordance with the Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing (I) Omnibus Hearing Dates, (II) Certain Notice, Case Management, And Administrative Procedures, And (III) Scheduling An Initial Case Conference In Accordance With Local Bankr. R. 1007-2(e) entered by this Court on October 14, 2005 (Docket No. 245). In light of the nature of the relief requested, the Debtors submit that no other or further notice is necessary.

Memorandum Of Law

31. Because the legal points and authorities upon which this Application relies are incorporated herein, the Debtors respectfully request that the requirement of the service and filing of a separate memorandum of law under Rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York be deemed satisfied.

WHEREFORE, the Debtors respectfully request that this Court enter an order (a) authorizing the Debtors to employ and retain JF&M as their intellectual property counsel to perform the services set forth herein and (b) granting the Debtors such other and further relief as is just.

Dated: New York, New York
February 7, 2006

DELPHI CORPORATION, on behalf of itself and certain of its subsidiaries and affiliates, as Debtors and Debtors-in-possession

By: /s/ David M. Sherbin
Name: David M. Sherbin
Title: Vice President, Counsel, and Chief Compliance Officer

DELPHI

Paul L. Marshall

REC'D JUN 16 2005 RJK

June 13, 2005

Mr. Ronald J. Kisicki
Jaekle, Fleischmann, & Mugel, LLP
190 Linden Oaks
Rochester, New York 14625-2812

Dear Ron:

Enclosed are copies of the following Records Of Invention.

ROI NO. **TITLE**

DP-

DP-

Please prepare and file a United States patent application on each of these Records of Invention with the United States Patent and Trademark Office designating Paul L. Marshall as the correspondence address. All applications are to be filed by the target date of **October 13, 2005**.

Confirm that there are no bar dates on the Records of Invention.

Please prepare the text (and drawings if possible) in electronic form. The detail for your professional fees, expenses and filing fees associated with this matter should be submitted to me as part of one consolidated invoice in the month following your submission to me. Please reference our Delphi docket number in all communications with both me and the United States Patent and Trademark Office.

Page 2

The Correspondence Address for all cases filed for Paul Marshall should be as follows:

Paul L. Marshall
Delphi Legal Staff
M/C: 480-410-202
P.O. Box 5052
Troy, Michigan 48007-5052
Telephone: 248-813-1240
FAX: 248-813-1222

Contact me immediately if you encounter any problems getting information from the inventors.

Sincerely,

Paul Marshall
Paul Marshall
(cc)

PM:lt
Enclosures

EXHIBIT B

Hourly billing rates:

Ronald J. Kisicki, Partner - \$250

Susan J. Timian, Partner - \$250

Dennis B. Danella, Attorney - \$185

Robert D. Lott, Attorney - \$200

Mauri A. Sankus, Attorney - \$185

Katherine H. McGuire, Attorney - \$200

Lee J. Fleckenstein, Patent Agent - \$175

Robert C. Brown, Patent Agent - \$175

Elizabeth A. Kinsley, Intellectual Property Paralegal - \$100

Margaret I. Hults, Legal Assistant - \$80

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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:
In re : Chapter 11
:
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
:
Debtors. : (Jointly Administered)
:
----- x

AFFIDAVIT OF RONALD J. KISICKI IN SUPPORT OF
APPLICATION FOR ORDER UNDER 11 U.S.C. §§ 327(e) AND
1107(b) AND FED. R. BANKR. P. 2014 AUTHORIZING EMPLOYMENT
AND RETENTION OF JAECKLE FLEISCHMANN & MUGEL, LLP AS
INTELLECTUAL PROPERTY COUNSEL TO DEBTORS

STATE OF NEW YORK)
)
COUNTY OF MONROE)

RONALD J. KISICKI, being duly sworn, deposes and states as follows:

1. I am an attorney admitted to practice before the courts of the states of New York, Michigan and Arizona and before the United States Patent and Trademark Office. I am a partner and principal in the law firm of Jaeckle Fleischmann & Mugel LLP ("JF&M"), proposed intellectual property counsel for Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, the debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors").

2. I submit this affidavit (the "Affidavit")¹ in support of the Application For Order Under 11 U.S.C. §§ 327(e) AND 1107(b) and Fed R. Bankr. P. 2014 Authorizing Employment And Retention Of JF&M as Intellectual Property Counsel To Debtors (the "Application") nunc pro tunc to October 8, 2005, filed concurrently herewith.

¹ Unless otherwise defined herein, all capitalized terms shall have the meanings ascribed to them in the Application.

3. The addresses and telephone numbers of the offices of JF&M are as follows:

12 Fountain Plaza
Buffalo, New York 14202
(716) 856-0600

Centerpointe Corporate Park
400 Essjay Road
Suite 320
Amherst, New York 14222
(716) 250-1800

190 Linden Oaks
Rochester, New York 14625
(585) 899-2930

7047 East Greenway Parkway
Suite 250
Scottsdale, Arizona 85254
(480) 659-2213

4. JF&M is well qualified to assist the Debtors in the manner described in the Application. JF&M has been providing Intellectual Property services to the Debtors since 1999 and has contributed to the successful issuance of hundreds of patents by the United States Patent Office to the Debtors. Below is a list of the attorneys who will have the primary responsibility for providing to the Debtors the services listed below.

- (a) Ronald J. Kisicki, partner
- (b) Dennis B. Danella, attorney
- (c) Katherine H. McGuire, attorney

5. Most importantly for present purposes, the patent attorneys and agents employed by JF&M are extensively familiar with the Debtors' technology, the Debtors' inventors, and the technology employed by competitors of the Debtors.

6. Further, JF&M has advised and counseled the Debtors regarding intellectual property matters. JF&M is familiar with the Debtors' inhouse patent counsel, and certain patent issues discussed between JF&M and inhouse patent counsel. Accordingly, the Debtors believe that JF&M is well qualified to serve as intellectual property counsel in an efficient and effective manner.

7. Generally, in connection with the Debtors' intellectual property needs, JF&M intends to provide to the Debtors the following types of professional services:

- (a) Preparation and filing of patent applications focusing on, among others, the following areas of technical expertise: automotive engines, automotive engine components, valve trains, direct injection gasoline systems, and general fuel handling systems;
- (b) Preparation and filing of responses to actions received from the U.S. and foreign patent offices related to, among others, the above-listed areas of technical expertise;
- (c) Preparation and filing of appeals with the United States Patent Office related to, among others, the above-listed areas of technical expertise;
- (d) Conduct searches related to, among others, the above-listed areas of technical expertise;
- (e) Providing patent opinions related to, among others, the above-listed areas of technical expertise;
- (f) Miscellaneous intellectual property advice and counsel related to copyrights, trademarks and know-how and contractual matters involving intellectual property.

8. In light of certain existing client representations on unrelated matters, the engagement of Skadden, Arps, Slate, Meagher, & Flom LLP ("Skadden") as the Debtors' bankruptcy counsel, the engagement of Shearman & Sterling LLP ("Shearman") as the Debtors' special counsel, the engagement of Togut, Segal & Segal LLP ("Togut") as the Debtors' conflicts counsel, or the engagement of any other counsel for the Debtors', JF&M will not be responsible for or undertake any representation with respect to (a) advising the Debtors concerning specific contracts and claims of certain of JF&M's existing clients and (b) reviewing, interpreting, or commenting on the specific contracts and claims of certain of JF&M's existing clients. These existing client relationships, and the scope of the carve-out from JF&M's retention, are discussed more fully below.

9. It is JF&M's understanding that the Debtors may request that JF&M undertake specific matters beyond the scope of Intellectual Property set forth above. Should JF&M agree in its discretion to undertake any such matter, it is JF&M's understanding that the Debtors will seek further order of this Court.

10. JF&M is making efforts together with the Debtors' other counsel to ensure that there is no duplication of effort or work between such firms and JF&M. It is JF&M's intention that the estates should receive the best value possible from the efficient coordination of work among its counsel. JF&M believes that its lawyers and the rest of the lawyers retained in these cases have to date delineated clearly, and will continue to delineate clearly, the division of work between them, so as to avoid any duplication of effort and to maximize the efficiencies of the proposed arrangement.

11. JF&M has agreed to accept as compensation for the services rendered in connection with its representation of the Debtors the current fee arrangement in place with the Debtors.

12. JF&M's current fees arrangement is on an hourly rate basis, based on the prevailing and reasonable hourly rates of the attorneys, patent agents and legal assistants working on related issues. With respect to transactional work, such as preparation and filing of patent applications, the preparation and filing of responses to office actions received from the patent office, and the preparation and filing of appeals, the billing of all fees and disbursements relating to each filing shall be reasonable and are held until the filing is complete, then billed in the succeeding month for payment, or within a reasonable time thereafter. With respect to all other work, all fees and disbursements are billed for payment in the month succeeding completion of the work, or within a reasonable time thereafter. A sample copy of an engagement letter setting forth the current fee arrangement for the preparing and filing of patent applications is attached as Exhibit A ("Engagement Letter").

13. A list of standard hourly rates for the attorneys and agents who are expected to render services in connection with the Debtors' Intellectual Property is attached hereto as Exhibit B. The hourly rates are subject to annual adjustments in accordance with JF&M's standard policies.

14. JF&M acknowledges that all amounts paid to JF&M during these chapter 11 cases are subject to final allowance by this Court. In the event that any fees or expenses paid to JF&M during these cases are disallowed by this Court, the fees and expenses will be disgorged by JF&M and returned to the Debtors or as otherwise ordered by this Court.

15. JF&M categorizes its billings by subject matter, in compliance with the applicable guidelines of the Office of the United States Trustee (the "U.S. Trustee Guidelines"). JF&M acknowledges its compensation in the Debtors' cases is subject to approval of this Court in accordance with section 330 of the Bankruptcy Code, Bankruptcy Rule 2016, and the U.S. Trustee Guidelines.

16. JF&M has conducted a check for conflicts of interest and other conflicts and connections with respect to the Debtors' bankruptcy cases. JF&M maintains a database containing the names of current, former, and potential clients and other principal parties related to such clients. I caused JF&M to review and analyze the conflict database to determine whether JF&M has any connection with the principal parties-in-interest in these chapter 11 cases, using information provided to JF&M by the Debtors and Skadden and information contained in the database, including (a) the names of the Debtors' prepetition lenders, (b) the names of significant creditors of the Debtors, and (c) the names of firms that the Debtors intend to or may employ during their chapter 11 cases.

17. Based upon this research, I have determined that JF&M has in the past represented, currently represents, and will likely in the future represent certain of the Debtors' creditors and other parties-in-interest in matters unrelated to the Debtors or these chapter 11 cases. I do not believe that the foregoing raise any actual or potential conflicts of interest of JF&M relating to the representation of the Debtors in these chapter 11 cases, but such relationships are disclosed out of an abundance of caution.

18. It is my intention that if JF&M becomes aware of any other connections of which it presently is unaware, JF&M will bring them to the attention of this Court and the U.S. Trustee.

Dated: Rochester, NY
February 6, 2006

By: /s/ Ronald J. Kisicki
Ronald J. Kisicki

Sworn to before me this
6th day of February, 2006

/s Deborah DS Addair
Notary Public

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

----- x
In re : Chapter 11
: Case No. 05-44481 (RDD)
DELPHI CORPORATION, et al., :
Debtors. : (Jointly Administered)
:
----- x

ORDER UNDER 11 U.S.C. §§ 327(e) AND 1107(b) AND FED. R. BANKR. P. 2014
AUTORIZING EMPLOYMENT AND RETENTION OF JAECKLE FLEISCHMANN &
MUGEL, LLP AS INTELLECTUAL PROPERTY COUNSEL TO DEBTORS

("JAECKLE FLEISCHMAN LLP RETENTION ORDER")

Upon the application, dated February 7, 2006 (the "Application"), of Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order (the "Order") under 11 U.S.C. §§ 327(e) and 1107(b) and Fed. R. Bankr. P. 2014 authorizing the employment and retention of Jaeckle Fleischmann & Mugel, LLP ("JF&M") as intellectual property counsel to the Debtors; and upon the Affidavit of Ronald J. Kisicki, sworn to February 6, 2006, in support of the Application (the "Kisicki Affidavit"); and this Court being satisfied with the representations made in the Application and the Kisicki Affidavit that JF&M does not represent or hold any interest adverse to any of the Debtors' estates or the Debtors with respect to the matters on which JF&M is to be employed, and that JF&M's employment is necessary and would be in the best interests of each of the Debtors' estates; and it appearing that proper and adequate notice has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Application is GRANTED.
2. The Debtors' employment of JF&M as intellectual property counsel, pursuant to the Application, is approved under sections 327(e) and 1107(b) of the Bankruptcy Code and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), with approval of such employment being effective as of the Petition Date, October 8, 2005.
3. JF&M shall be compensated in accordance with the standards and procedures set forth in sections 330 and 331 of the Bankruptcy Code and all applicable Bankruptcy Rules, Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York (the "Local Rules"), guidelines established by the Office of the United States Trustee, and further orders of this Court.
4. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Final Order.

5. The requirement under Local Rule 9013-1(b) for the service and filing of a separate memorandum of law is deemed satisfied by the Application.

Dated: New York, New York
[__], 2006

UNITED STATES BANKRUPTCY JUDGE

EXHIBIT G

Objections Due: February 17, 2006 at 4:00 p.m.

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606
(312) 407-0700
John Wm. Butler, Jr. (JB 4711)
John K. Lyons (JL 4951)
Ron E. Meisler (RM 3026)

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
Four Times Square
New York, New York 10036
(212) 735-3000
Kayalyn A. Marafioti (KM 9632)
Thomas J. Matz (TM 5986)

Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

Delphi Legal Information Hotline:
Toll Free: (800) 718-5305
International: (248) 813-2698

Delphi Legal Information Website:
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

----- X
:
In re : Chapter 11
:
DELPHI CORPORATION, et al. : Case No. 05- 44481 (RDD)
:
Debtors. : (Jointly Administered)
:
----- X

NOTICE OF PRESENTMENT OF ORDER UNDER 11 U.S.C. §§ 327(e) AND 1107(b)
AND FED. R. BANKR. P. 2014 AUTHORIZING EMPLOYMENT AND RETENTION
OF JAECKLE FLEISCHMANN & MUGEL, LLP AS INTELLECTUAL
PROPERTY COUNSEL TO DEBTORS

PLEASE TAKE NOTICE that on February 7, 2006, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases filed the Application For An Order Under 11 U.S.C. §§ 327(e) And 1107(b) And Fed. R. Bankr. P. 2014 Authorizing Debtors Employment And Retention Of Jaeckle Fleischmann & Mugel, LLP ("JF&M") As Intellectual Property Counsel to Debtors (the "Application").

PLEASE TAKE FURTHER NOTICE that if timely written objections are filed, served, and received in accordance with this notice, a hearing to consider approval of the Application will be held on March 9, 2006, at 10:00 a.m. (Prevailing Eastern Time) (the "Hearing") before the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York, 10004.

PLEASE TAKE FURTHER NOTICE that if no written objections to the Application are timely filed, served, and received, the order filed with the Application and attached to this notice as Exhibit A will be submitted for signature to the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004 on February 17, 2006.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Application must (a) be in writing, (b) conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the Order Under 11

U.S.C. §§ 102 (1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing (I) Omnibus Hearing Dates, (II) Certain Notice, Case Management, And Administrative Procedures, And (III) Scheduling An Initial Case Conference In Accordance With Local Bankr. R. 1007-2(e) (the "Case Management Order") (Docket No. 245), (c) be filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) registered users of the Bankruptcy Court's case filing system must file electronically, and all other parties-in-interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format), (d) be submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, and (e) be served upon (i) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098 (Att'n: General Counsel), (ii) counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Att'n: John Wm. Butler, Jr.), (iii) counsel for the agent under the Debtors' prepetition credit facility, Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, New York 10017 (Att'n: Kenneth S. Ziman), (iv) counsel for the agent under the postpetition credit facility, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017 (Att'n: Marlane Melican), (v) counsel for the Official Committee of Unsecured Creditors, Latham & Watkins, 885 Third Avenue, New York, New York 10022 (Att'n: Robert J. Rosenberg and Mark A. Broude), (vi) Jaeckle Fleischmann & Mugel LLP, 190 Linden Oaks, Rochester, New York 14625 (Att'n: Ronald J. Kisicki), and (vii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004 (Att'n: Alicia M. Leonhard), in

each case so as to be **received** no later than **4:00 p.m. (Prevailing Eastern Time) on February 17, 2006** (the "Objection Deadline").

PLEASE TAKE FURTHER NOTICE that only those objections made as set forth herein and in accordance with the Case Management Order will be considered by the Bankruptcy Court at the Hearing. If no objections to the Application are timely filed and served in accordance with the procedures set forth herein and in the Case Management Order, the Bankruptcy Court may enter an order granting the Application **without further notice.**

Dated: New York, New York
February 7, 2006

SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP

By: /s/ John Wm. Butler, Jr.
John Wm. Butler, Jr. (JB 4711)
John K. Lyons (JL 4951)
Ron E. Meisler (RM 3026)
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606
(312) 407-0700

- and -

By: /s/ Kayalyn A. Marafioti
Kayalyn A. Marafioti (KM 9632)
Thomas J. Matz (TM 5986)
Four Times Square
New York, New York 10036
(212) 735-3000

Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

----- x
In re : Chapter 11
: Case No. 05-44481 (RDD)
DELPHI CORPORATION, et al., :
: Debtors. : (Jointly Administered)
:
----- x

ORDER UNDER 11 U.S.C. §§ 327(e) AND 1107(b) AND FED. R. BANKR. P. 2014
AUTORIZING EMPLOYMENT AND RETENTION OF JAECKLE FLEISCHMANN &
MUGEL, LLP AS INTELLECTUAL PROPERTY COUNSEL TO DEBTORS

("JAECKLE FLEISCHMAN LLP RETENTION ORDER")

Upon the application, dated February 7, 2006 (the "Application"), of Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order (the "Order") under 11 U.S.C. §§ 327(e) and 1107(b) and Fed. R. Bankr. P. 2014 authorizing the employment and retention of Jaeckle Fleischmann & Mugel, LLP ("JF&M") as intellectual property counsel to the Debtors; and upon the Affidavit of Ronald J. Kisicki, sworn to February 6, 2006, in support of the Application (the "Kisicki Affidavit"); and this Court being satisfied with the representations made in the Application and the Kisicki Affidavit that JF&M does not represent or hold any interest adverse to any of the Debtors' estates or the Debtors with respect to the matters on which JF&M is to be employed, and that JF&M's employment is necessary and would be in the best interests of each of the Debtors' estates; and it appearing that proper and adequate notice has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Application is GRANTED.
2. The Debtors' employment of JF&M as intellectual property counsel, pursuant to the Application, is approved under sections 327(e) and 1107(b) of the Bankruptcy Code and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), with approval of such employment being effective as of the Petition Date, October 8, 2005.
3. JF&M shall be compensated in accordance with the standards and procedures set forth in sections 330 and 331 of the Bankruptcy Code and all applicable Bankruptcy Rules, Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York (the "Local Rules"), guidelines established by the Office of the United States Trustee, and further orders of this Court.
4. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Final Order.

5. The requirement under Local Rule 9013-1(b) for the service and filing of a separate memorandum of law is deemed satisfied by the Application.

Dated: New York, New York
[__], 2006

UNITED STATES BANKRUPTCY JUDGE

EXHIBIT H

Delphi Legal Information Hotline:
Toll Free: (800) 718-5305
International: (248) 813-2698

Delphi Legal Information Website:
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

----- X
:
In re : Chapter 11
:
DELPHI CORPORATION, et al. : Case No. 05-44481 (RDD)
:
Debtors. : (Jointly Administered)
:
----- X

APPLICATION FOR ORDER UNDER 11 U.S.C. §§ 327(e) AND 1107(b) AND FED. R.
BANKR. P. 2014 AUTHORIZING EMPLOYMENT AND RETENTION OF
QUINN EMANUEL URQUHART OLIVER & HEDGES, LLP AS SPECIAL LITIGATION
COUNSEL TO DEBTORS

("QUINN EMANUEL RETENTION APPLICATION")

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates (the "Affiliate Debtors"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), hereby submit this application (the "Application") for an order under 11 U.S.C. §§ 327(e) and 1107(b) and Fed. R. Bankr. P. 2014 authorizing the employment and retention of Quinn Emanuel Urquhart Oliver & Hedges, LLP ("Quinn Emanuel") as special litigation counsel to the Debtors, nunc pro tunc to October 8, 2005. In support of this Application, the Debtors submit the Affidavit of Gerald E. Hawxhurst, sworn to February 6, 2006 (the "Hawxhurst Affidavit"). In further support of this Application, the Debtors respectfully represent as follows:

Background

A. The Chapter 11 Filings

1. On October 8, 2005, Delphi and certain of its U.S. subsidiaries filed voluntary petitions in this Court for reorganization relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1130, as amended (the "Bankruptcy Code"). On October 14, 2005, three additional U.S. subsidiaries of Delphi filed voluntary petitions in this Court for reorganization relief under the Bankruptcy Code. The Debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to sections 1107(b) and 1108 of the Bankruptcy Code. This Court entered orders directing the joint administration of the Debtor's chapter 11 cases (Dockets Nos. 28 and 404).

2. On October 17, 2005, the Office of the United States Trustee appointed an official committee of unsecured creditors. No trustee or examiner has been appointed in the Debtors' cases.

3. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding under 28 U.S.C. § 157(b)(2).

4. The statutory predicates for the relief requested herein are sections 327(e), and 1107(b) of the Bankruptcy Code and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules").

B. Current Business Operations Of The Debtors

5. With more than 180,000 employees worldwide, global 2004 revenues of approximately \$28.6 billion and global assets as of August 31, 2005 of approximately \$17.1

billion,¹ Delphi ranks as the fifth largest public company business reorganization in terms of revenues, and the thirteenth largest public company business reorganization in terms of assets. Delphi's non-U.S. subsidiaries are not chapter 11 debtors, will continue their business operations without supervision from the Bankruptcy Court, and will not be subject to the chapter 11 requirements of the U.S. Bankruptcy Code.

6. Over the past century, the operations which are now owned by Delphi have developed leading global technology innovations with significant engineering resources and technical competencies in a variety of disciplines. Today, the Company is arguably the single largest global supplier of vehicle electronics, transportation components, integrated systems and modules, and other electronic technology. The Company's technologies and products are present in more than 75 million vehicles on the road worldwide. The Company supplies products to nearly every major global automotive original equipment manufacturer with 2004 sales to its former parent, General Motors Corporation, equaling approximately \$15.4 billion and sales to each of Ford Motor Company, DaimlerChrysler Corporation, Renault/Nissan Motor Company, Ltd., and Volkswagen Group exceeding \$850 million.

7. As part of its growth strategy, Delphi has established an expansive global presence with a network of manufacturing sites, technical centers, sales offices, and joint ventures located in every major region of the world. In the U.S., the Debtors employ approximately 50,600 people. Those employees work in approximately 44 manufacturing sites and 13 technical centers across the country and in Delphi's worldwide headquarters and customer center located in Troy, Michigan. Approximately 34,750 of these individuals are hourly employees, 96% of whom are represented by approximately 49 different international and local

¹ The aggregated financial data used in this Application generally consists of consolidated information from Delphi and its worldwide subsidiaries and affiliates.

unions. Outside the United States, the Company's foreign entities employ more than 134,000 people, supporting 120 manufacturing sites and 20 technical centers across nearly 40 countries worldwide.

8. Delphi was incorporated in Delaware in 1998 as a wholly-owned subsidiary of GM. Prior to January 1, 1999, GM conducted the Company's business through various divisions and subsidiaries. Effective January 1, 1999, the assets and liabilities of these divisions and subsidiaries were transferred to Delphi and its subsidiaries and affiliates in accordance with the terms of a Master Separation Agreement between Delphi and GM. In connection with these transactions, Delphi accelerated its evolution from a North American-based, captive automotive supplier to a global supplier of components, integrated systems, and modules for a wide range of customers and applications. Although GM is still the Company's single largest customer, today more than half of Delphi's revenue is generated from non-GM sources.

9. Due to the significant planning that goes into each vehicle model, Delphi's efforts to generate new business do not immediately affect its financial results, because supplier selection in the auto industry is generally finalized several years prior to the start of production of the vehicle. When awarding new business, which is the foundation for the Company's forward revenue base, customers are increasingly concerned with the financial stability of their supply base. The Debtors believe that they will maximize stakeholder value and the Company's future prospects if they stabilize their businesses and continue to diversify their customer base. The Debtors also believe that this must be accomplished in advance of the expiration of certain benefit guarantees between GM and certain of Delphi's unions representing most of its U.S. hourly employees which coincides with the expiration of the Company's U.S. collective bargaining agreements in the fall of 2007.

C. Events Leading To The Chapter 11 Filing

10. In the first two years following Delphi's separation from GM, the Company generated approximately \$2 billion in net income. Every year thereafter, however, with the exception of 2002, the Company has suffered losses. In calendar year 2004, the Company reported a net operating loss of \$482 million on \$28.6 billion in net sales. Reflective of a downturn in the marketplace, Delphi's financial condition has deteriorated further in the first six months of 2005. The Company experienced net operating losses of \$608 million for the first six months of calendar year 2005 on six-month net sales of \$13.9 billion, which is approximately \$1 billion less in sales than during the same time period in calendar year 2004.²

11. The Debtors believe that three significant issues have largely contributed to the deterioration of the Company's financial performance: (a) increasingly unsustainable U.S. legacy liabilities and operational restrictions driven by collectively bargained agreements, including restrictions preventing the Debtors from exiting non-strategic, non-profitable operations, all of which have the effect of creating largely fixed labor costs, (b) a competitive U.S. vehicle production environment for domestic OEMs resulting in the reduced number of motor vehicles that GM produces annually in the United States and related pricing pressures, and (c) increasing commodity prices.

12. In light of these factors, the Company determined that it would be imprudent and irresponsible to defer addressing and resolving its U.S. legacy liabilities, product portfolio, operational issues, and forward looking revenue requirements. Having concluded that pre-filing discussions with its Unions and GM were not leading to the implementation of a plan sufficient to address the Debtors' issues on a timely basis, the Company determined to commence

² Reported net losses in calendar year 2004 were \$4.8 billion, reflecting a \$4.1 billion tax charge, primarily related to the recording of a valuation allowance on the U.S. deferred tax assets as of December 31, 2004.

these chapter 11 cases for its U.S. businesses to complete the Debtors' transformation plan and preserve value.

13. Through the reorganization process, the Debtors intend to achieve competitiveness for Delphi's core U.S. operations by modifying or eliminating non-competitive legacy liabilities and burdensome restrictions under current labor agreements and realigning Delphi's global product portfolio and manufacturing footprint to preserve the Company's core businesses. This will require negotiation with key stakeholders over their respective contributions to the restructuring plan or, absent consensual participation, the utilization of the chapter 11 process to achieve the necessary cost savings and operational effectiveness envisioned in the Company's transformation plan. The Debtors believe that a substantial segment of Delphi's U.S. business operations must be divested, consolidated, or wound-down through the chapter 11 process.

14. Upon the conclusion of this process, the Debtors expect to emerge from chapter 11 as a stronger, more financially sound business with viable U.S. operations that are well-positioned to advance global enterprise objectives. In the meantime, Delphi will marshal all of its resources to continue to deliver value and high-quality products to its customers globally. Additionally, the Company will preserve and continue the strategic growth of its non-U.S. operations and maintain its prominence as the world's premier auto supplier.

Relief Requested

15. By this Application, the Debtors request entry of an order authorizing the Debtors to employ and retain Quinn Emanuel to an ongoing professional relationship between the Debtors and Quinn Emanuel.

Basis For Relief

16. The Debtors submit that Quinn Emanuel's proposed retention meets all the prerequisites for retention of special counsel under section 327(e) of the Bankruptcy Code, which permits a debtor-in-possession, with court approval, to employ counsel that has represented the Debtors prior to the commencement of their chapter 11 cases, for a "specified special purpose" if such employment is in the best interest of the Debtors. Because Quinn Emanuel is the proposed special litigation counsel to the Debtors, but not the proposed bankruptcy counsel in these chapter 11 cases, section 327(e) does not require that Quinn Emanuel and its attorneys be "disinterested persons" as defined in section 101(14) of the Bankruptcy Code. Rather, section 327(e) instead requires that Quinn Emanuel not represent or hold any interest adverse to the estates or the Debtors with respect to the matters on which Quinn Emanuel is to be employed. As discussed below, the employment of Quinn Emanuel as special litigation counsel is in the best interests of the Debtors.

The Debtors' Employment Of Quinn Emanuel
Is In The Best Interests Of The Estates

17. Quinn Emanuel will serve as special litigation counsel to the Debtors during these chapter 11 cases. Quinn Emanuel has performed similar work for the Debtors in the past and is therefore familiar with the Debtors' businesses and operations. In particular, Quinn Emanuel is especially attuned to the unique litigation issues that arise in the Debtors' industry.

18. Most importantly for present purposes, several members of Quinn Emanuel have extensive experience in litigation, including patent, antitrust, and employment litigation, and its interplay with restructuring and bankruptcy law. Accordingly, the Debtors believe that Quinn Emanuel is well qualified to serve as special litigation counsel in these chapter 11 cases in an efficient and effective manner.

19. The Debtors believe that the employment of Quinn Emanuel will enhance and will not duplicate the employment of Skadden, Arps, Slate, Meagher, & Flom LLP ("Skadden"), the Debtors' general bankruptcy counsel, Shearman & Sterling LLP ("Shearman"), the Debtors' special counsel, Togut, Segal & Segal LLP ("Togut"), the Debtors' conflicts counsel, or any of the other professionals retained by the Debtors to perform specific tasks that are unrelated to the work to be performed by Quinn Emanuel as special litigation counsel to the Debtors. The Debtors understand that Quinn Emanuel will work with the other professionals retained by the Debtors to avoid any such duplication.

Services To Be Rendered By Quinn Emanuel

20. Pursuant to mutually understood ordinary course of business terms, the Debtors wish to engage Quinn Emanuel to provide services to the Debtors in connection with specific litigation matters. The Debtors anticipate that such services will include defense in the following:

(a) Whitney v. Delphi Corporation, Case No. BC337315

Plaintiff sued Delphi Corp. and Delphi Product and Service Solutions, Inc. in Los Angeles Superior Court for Age Discrimination, Wrongful Termination in Violation of Public Policy, Intentional Infliction of Emotional Distress and Negligent Infliction of Emotional Distress. Plaintiff alleges both disparate treatment and disparate impact age discrimination. Plaintiff alleges he was wrongfully terminated in June 2003 and was told he he was being terminated because he did not have the "fit and finish" for the new team. Plaintiff also alleges that Delphi engaged in a pattern and practice of systematically reducing the average age of its workforce by terminating the employment of and/or otherwise pressuring older workers to cease working for Delphi by hiring younger workers. Delphi denies Plaintiff's allegations and will defend vigorously the claims against it.

(b) Patent Holding Company v. Delphi Automotive Systems Corporation, Civil
Action No. 99-76013, E.D. Mich.

Plaintiff sued Delphi, alleging infringement of three patents directed to various aspects of air bag cover design, and is seeking compensatory damage and an injunction. Plaintiff further alleges willful infringement and seeks treble damages based on their allegations. Delphi denies plaintiff's infringement allegations and has asserted counterclaims in which it seeks a declaratory judgment that the patents-in-suit are not infringed and are invalid. Delphi denies Plaintiff's allegations and will defend vigorously the claims against it.

(c) Quinn v. Delphi Automotive Systems Corporation, No. 1 CACV 05-0063

Quinn Emanuel is currently representing Delphi in the Arizona Court of Appeals in the above-mentioned case. The seven named plaintiffs seek to bring a class action on behalf of all Arizona residents with Delphi batteries installed in their cars. They assert products liability, fraud, and unjust enrichment claims based upon an alleged defect in Delphi batteries that causes them to leak acid in warm climates such as Arizona and fail prematurely. On September 27, 2004, the Superior Court for Maricopa County (Katz, J.) denied the plaintiffs' motion for class certification, granted Delphi's motion for summary judgment, and dismissed the case. Quinn Emanuel was retained to conduct the appeal. The briefing on appeal has been completed, and oral argument was scheduled to take place in November 2005 before the action was stayed in light of Delphi's bankruptcy filing.

(d) Crown City Plating Co. v. Delphi Corporation

This matter involves disputes between Delphi Automotive Systems, LLC and Crown City Plating Co., in which Crown City has threatened to sue Delphi Corporation if Delphi Automotive sues Crown City.

Delphi Automotive Systems, LLC ("Delphi") loaned Crown City \$1 million, which is evidenced by a promissory note. Crown City defaulted on its note in January 2004. Crown City claims that it made investments in equipment based on assurances of a long-term relationship by Delphi. Crown City also claims it based its pricing on the assumption of a long-term relationship. Further, it claims that Delphi was late delivering certain visual testing equipment that was needed to produce the parts and that the testing equipment malfunctioned, which Crown City contends increased Crown City's costs of production. Further, Crown City alleged that Delphi and its predecessors breached non-disclosure agreements by giving its proprietary information to Crown City's competitors. Crown City has threatened to sue Delphi Corporation and Does 1 through 50, for \$4.5 million for fraud, negligent misrepresentation and breach of the implied covenant of good faith and fair dealing.

The parties have attempted to resolve this dispute. In that regard, they have entered into a Tolling Agreement, which was extended through December 31, 2005, prior to Delphi's bankruptcy filing. Delphi denies Plaintiff's allegations and will defend vigorously the claims against it. The Tolling Agreement may be terminated by either party on thirty days written notice.

(e) Quake Global Inc. v. Orbcomm, LLC, et al., Case No. CV 051410 (C.D. Cal.
Feb. 24, 2005)

Quinn Emanuel is currently representing Delphi in this matter in which Plaintiff alleges that Delphi and other defendants violated federal antitrust laws. Specifically, Plaintiff alleges that Delphi's agreement to manufacture satellite modems for Stellar Satellite Communications, Ltd., constitutes a "de facto exclusive dealing" arrangement in violation of the

Sherman Act. Delphi denies the allegations and intends to defend vigorously the claims against it.

21. Quinn Emanuel has indicated its desire and willingness to represent the Debtors as set forth herein and to render the necessary professional services as special litigation counsel to the Debtors.

22. The Debtors may request that Quinn Emanuel undertake specific matters beyond the scope of the responsibilities set forth above. Should Quinn Emanuel agree in its discretion to undertake any such matter, the Debtors shall seek further order of this Court.

Disinterestedness Of Professionals

23. The Hawxhurst Affidavit filed in support of this Application contains information available to date on Quinn Emanuel's connections with other parties-in-interest, as required by Bankruptcy Rule 2014(a). To the best of the Debtors' knowledge, and based on the information in the attached Hawxhurst Affidavit, Quinn Emanuel, its partners, counsel, and associates do not hold or represent any interest adverse to the Debtors, their creditors, any other party-in-interest in these chapter 11 cases, their respective attorneys and investment advisors, the U.S. Trustee, or any person employed therein, with respect to the matters on which Quinn Emanuel is to be employed.

24. Quinn Emanuel has disclosed to the Debtors that Quinn Emanuel has in the past represented, currently represents, and will likely in the future represent certain of the Debtors' creditors and other parties-in-interest in matters unrelated to the Debtors or their chapter 11 cases. Quinn Emanuel does not believe that the foregoing raises any actual or potential conflict of interest of Quinn Emanuel relating to the representation of the Debtors as their special litigation counsel in these chapter 11 cases, but such relationships are disclosed out of an abundance of caution. The Debtors understand that, in order to vitiate any actual or potential

conflicts of interest, Quinn Emanuel will not assist the Debtors in connection with their analysis, negotiations, and litigation, if any, with parties with whom Quinn Emanuel has existing client relationships, and that Skadden (or other counsel if Skadden has a conflict), instead, will handle these tasks.

Professional Compensation

25. Quinn Emanuel intends to apply to this Court for compensation and reimbursement of expenses in accordance with section 330(a) of the Bankruptcy Code, the Bankruptcy Rules, applicable guidelines established by the U.S. Trustee, and orders of this Court. Quinn Emanuel acknowledges that all compensation will be subject to this Court's review and approval, after notice and a hearing.

26. Under the applicable provisions of the Bankruptcy Code, and subject to the approval of this Court, the Debtors propose to pay Quinn Emanuel the rates described in the Hawxhurst Affidavit.

27. No arrangement is proposed between the Debtors and Quinn Emanuel for compensation to be paid in these chapter 11 cases other than as set forth above and in the Hawxhurst Affidavit.

28. At the Debtors' request, Quinn Emanuel has continued to assist the Debtors in connection with their litigation issues since October 8, 2005 and hence the Debtors request Quinn Emanuel's retention to be effective nunc pro tunc to October 8, 2005.

Conclusion

29. For the foregoing reasons, the Debtors submit that the employment of Quinn Emanuel as the Debtors' special litigation counsel on the terms set forth herein is in the best interests of the estates.

Notice

30. Notice of this Application has been provided in accordance with the Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing (I) Omnibus Hearing Dates, (II) Certain Notice, Case Management, And Administrative Procedures, And (III) Scheduling An Initial Case Conference In Accordance With Local Bankr. R. 1007-2(e) entered by this Court on October 14, 2005 (Docket No. 245). In light of the nature of the relief requested, the Debtors submit that no other or further notice is necessary.

Memorandum Of Law

31. Because the legal points and authorities upon which this Application relies are incorporated herein, the Debtors respectfully request that the requirement of the service and filing of a separate memorandum of law under Rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York be deemed satisfied.

WHEREFORE, the Debtors respectfully request that this Court enter an order (a) authorizing the Debtors to employ and retain Quinn Emanuel as their special litigation counsel to perform the services set forth herein and (b) granting the Debtors such other and further relief as is just.

Dated: New York, New York
February 7, 2006

DELPHI CORPORATION, on behalf of itself and certain of its subsidiaries and affiliates, as Debtors and Debtors-in-possession

By: /s/ David M. Sherbin
Name: David M. Sherbin
Title: Vice President, General Counsel, and Chief Compliance Officer Officer

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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:
In re : Chapter 11
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DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
:
Debtors. : (Jointly Administered)
:
----- x

AFFIDAVIT OF GERALD E. HAWXHURST IN SUPPORT OF
APPLICATION FOR ORDER UNDER 11 U.S.C. §§ 327(e) AND 1107(b) AND FED. R.
BANKR. P. 2014 AUTHORIZING EMPLOYMENT AND RETENTION OF
QUINN EMANUEL URQUHART OLIVER & HEDGES, LLP
AS SPECIAL LITIGATION COUNSEL TO DEBTORS

STATE OF CALIFORNIA

COUNTY OF LOS ANGELES

GERALD E. HAWXHURST, being duly sworn, deposes and states as follows:

1. I am counsel in the law firm of Quinn Emanuel Urquhart Oliver & Hedges, LLP ("Quinn Emanuel"), proposed special litigation counsel for Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, the debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors").

2. I submit this affidavit (the "Affidavit")¹ in support of the Application For Order Under 11 U.S.C. §§ 327(e) and 1107(b) And Fed. R. Bankr. P. 2014 Authorizing Employment And Retention Of Quinn Emanuel Urquhart Oliver & Hedges, LLP As Special Litigation Counsel To Debtors (the "Application") nunc pro tunc to October 8, 2005, filed concurrently herewith.

¹ Unless otherwise defined herein, all capitalized terms shall have the meanings ascribed to them in the Application.

3. The address and telephone number of Quinn Emanuel Urquhart Oliver & Hedges, LLP are as follows:

865 South Figueroa Street, 10th Floor
Los Angeles, California 90017-2543
Telephone: (213) 443-3000
Facsimile: (213) 443-3100

4. Quinn Emanuel is well qualified to assist the Debtors in the manner described in the Application. Most importantly for present purposes, several members of Quinn Emanuel have extensive experience in litigation, including patent, antitrust, and employment litigation, and its interplay with restructuring and bankruptcy law. Accordingly, the Debtors believe that Quinn Emanuel is well qualified to serve as special litigation counsel in these chapter 11 cases in an efficient and effective manner.

5. Quinn Emanuel is currently advising the Debtors regarding several litigation matters. Based on the services that Quinn Emanuel has rendered to the Debtors, Quinn Emanuel is thoroughly familiar with the Debtors' corporate structure, the nature of their financial status, and certain legal matters relating to the Debtors.

6. Generally, in connection with the Debtors' cases, Quinn Emanuel intends to provide to the Debtors the following types of professional services:

(a) Whitney v. Delphi Corporation, Case No. BC337315

Plaintiff sued Delphi Corp. and Delphi Product and Service Solutions, Inc. in Los Angeles Superior Court for Age Discrimination, Wrongful Termination in Violation of Public Policy, Intentional Infliction of Emotional Distress and Negligent Infliction of Emotional Distress. Plaintiff alleges both disparate treatment and disparate impact age discrimination. Plaintiff alleges he was wrongfully terminated in June 2003 and was told he he was being

terminated because he did not have the "fit and finish" for the new team. Plaintiff also alleges that Delphi engaged in a pattern and practice of systematically reducing the average age of its workforce by terminating the employment of and/or otherwise pressuring older workers to cease working for Delphi by hiring younger workers. Delphi denies Plaintiff's allegations and will defend vigorously the claims against it.

(b) Patent Holding Company v. Delphi Automotive Systems Corporation, Civil Action No. 99-76013, E.D. Mich.

Plaintiff sued Delphi, alleging infringement of three patents directed to various aspects of air bag cover design, and is seeking compensatory damage and an injunction. Plaintiff further alleges willful infringement and seeks treble damages based on their allegations. Delphi denies plaintiff's infringement allegations and has asserted counterclaims in which it seeks a declaratory judgment that the patents-in-suit are not infringed and are invalid. Delphi denies Plaintiff's allegations and will defend vigorously the claims against it.

(c) Quinn v. Delphi Automotive Systems Corporation, No. 1 CACV 05-0063.

Quinn Emanuel is currently representing Delphi in the Arizona Court of Appeals in the above-mentioned case. The seven named plaintiffs seek to bring a class action on behalf of all Arizona residents with Delphi batteries installed in their cars. They assert products liability, fraud, and unjust enrichment claims based upon an alleged defect in Delphi batteries that causes them to leak acid in warm climates such as Arizona and fail prematurely. On September 27, 2004, the Superior Court for Maricopa County (Katz, J.) denied the plaintiffs' motion for class certification, granted Delphi's motion for summary judgment, and dismissed the case. Quinn Emanuel was retained to conduct the appeal. The briefing on appeal has been

completed, and oral argument was scheduled to take place in November 2005 before the action was stayed in light of Delphi's bankruptcy filing.

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This matter involves disputes between Delphi Automotive Systems, LLC and Crown City Plating Co., in which Crown City has threatened to sue Delphi Corporation if Delphi Automotive sues Crown City.

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The parties have attempted to resolve this dispute. In that regard, they have entered into a Tolling Agreement, which was extended through December 31, 2005, prior to Delphi's bankruptcy filing. Delphi denies Plaintiff's allegations and will defend vigorously the claims against it. The Tolling Agreement may be terminated by either party on thirty days written notice.

(e) Quake Global Inc. v. Orbcomm, LLC, et al., Case No. CV 051410 (C.D. Cal.
Feb. 24, 2005)

Quinn Emanuel is currently representing Delphi in this matter in which Plaintiff alleges that Delphi and other defendants violated federal antitrust laws. Specifically, Plaintiff alleges that Delphi's agreement to manufacture satellite modems for Stellar Satellite Communications, Ltd., constitutes a "de facto exclusive dealing" arrangement in violation of the Sherman Act. Delphi denies the allegations and intends to defend vigorously the claims against it.

7. In light of certain existing client representations on unrelated matters, the engagement of Skadden, Arps, Slate, Meagher, & Flom LLP ("Skadden") as the Debtors' bankruptcy counsel, the engagement of Shearman & Sterling LLP ("Shearman") as the Debtors' special counsel, the engagement of Togut, Segal & Segal LLP ("Togut") as the Debtors' conflicts counsel, and the engagement of other counsel for the Debtors, Quinn Emanuel will not be responsible for or undertake any representation with respect to (a) advising the Debtors concerning specific contracts and claims of certain of Quinn Emanuel's existing clients and (b) reviewing, interpreting, or commenting on the specific contracts and claims of certain of Quinn Emanuel's existing clients. These existing client relationships, and the scope of the carve-out from Quinn Emanuel's retention, are discussed more fully below.

8. It is Quinn Emanuel's understanding that the Debtors may request that Quinn Emanuel undertake specific matters beyond the limited scope of the responsibilities set forth above. Should Quinn Emanuel agree in its discretion to undertake any such matter, it is Quinn Emanuel's understanding that the Debtors will seek further order of this Court.

9. Quinn Emanuel is making efforts, together with the Debtors' other counsel, to ensure that there is no duplication of effort or work between such firms and Quinn Emanuel. It is Quinn Emanuel's intention that the estates should receive the best value possible from the efficient coordination of work among its counsel. Quinn Emanuel believes that its lawyers and the rest of the lawyers retained in these chapter 11 cases have to date delineated clearly, and will continue to delineate clearly, the division of work between them, so as to avoid any duplication of effort and to maximize the efficiencies of the proposed arrangement.

10. With regard to Patent Holding Company v. Delphi Automotive Systems Corporation, Civil Action No. 99-76013, E.D. Mich., Quinn Emanuel was retained on or about December 20, 2001. The following attorneys were approved to work on this matter at the following rates: Steve Hansen = \$355; Bruce Chapman = \$355; Eric Bjorgum = \$275; Tigran Guledjian = \$225; and Radhika Tandon = \$215.

11. With regard to Whitney v. Delphi Corporation, Quinn Emanuel was retained on or about August 18, 2005. The following attorneys were approved to work on this matter at the following rates: Randa Osman = \$510.00; and Allison Burkholder = \$300.00.

12. With regard to Quake Global Inc. v. Orbcomm, LLC, et al., Case No. CV 051410 (C.D. Cal. Feb. 24, 2005), Quinn Emanuel was retained on or about April 20, 2005. The following attorneys were approved to work on this matter at the following rates: A. William Urquhart = \$600.00; Gerald E. Hawxhurst = \$475.00; Kevin Y. Teruya = \$355.00; and Heidi Frahm = \$290.00.

13. With regard to Crown City Plating Co. v. Delphi Corporation, Quinn Emanuel was retained on or about August 10, 2004. The following attorney was approved to work on this matter at the following rate: Jack Hart = \$475.00.

14. With regard to Quinn v. Delphi Automotive Systems Corporation, No. 1 CACV 05-0063, Quinn Emanuel was retained on or about March 14, 2005. The following attorneys were approved to work on this matter at the following rates: Shon Morgan = \$525.00; Dan Bromberg = \$525.00; Margret Caruso = \$515.00; Kent Bullard = \$490.00; Shahin Rezvani = \$385.00; Tim Pennington = \$280.00; Tara Gellman = \$280.00; and T.J. Chiang = \$280.00.

15. Quinn Emanuel has agreed to accept as compensation for the services rendered in connection with its representation of the Debtors the rates described in Paragraphs 10-14 of this Affidavit.

16. Quinn Emanuel acknowledges that all amounts paid to Quinn Emanuel during these chapter 11 cases are subject to final allowance by this Court. In the event that any fees or expenses paid to Quinn Emanuel during these cases are disallowed by this Court, the fees and expenses will be disgorged by Quinn Emanuel and returned to the Debtors or as otherwise ordered by this Court.

17. Quinn Emanuel categorizes its billings by subject matter, in compliance with the applicable guidelines of the Office of the United States Trustee (the "U.S. Trustee Guidelines"). Quinn Emanuel acknowledges its compensation in the Debtors' cases is subject to approval of this Court in accordance with section 330 of the Bankruptcy Code, Bankruptcy Rule 2016, and the U.S. Trustee Guidelines.

18. Quinn Emanuel has conducted a check for conflicts of interest and other conflicts and connections with respect to the Debtors' bankruptcy cases. Quinn Emanuel maintains a database containing the names of current, former, and potential clients and other principal parties related to such clients. I caused Quinn Emanuel to review and analyze the conflict database to determine whether Quinn Emanuel has any connection with the principal

parties-in-interest in these chapter 11 cases, using information provided to Quinn Emanuel by the Debtors and Skadden, Arps and information contained in the database, including (a) the names of the Debtors' prepetition lenders, (b) the names of significant creditors of the Debtors, and (c) the names of firms that the Debtors intend to or may employ during their chapter 11 cases.

19. Based upon this research, I have determined that Quinn Emanuel has in the past represented, currently represents, and will likely in the future represent certain of the Debtors' creditors and other parties-in-interest in matters unrelated to the Debtors or these chapter 11 cases. I do not believe that the foregoing raises any actual or potential conflicts of interest of Quinn Emanuel relating to the representation of the Debtors in these chapter 11 cases, but such relationships are disclosed out of an abundance of caution.

20. It is my intention that if Quinn Emanuel becomes aware of any other connections of which it presently is unaware, Quinn Emanuel will bring them to the attention of this Court and the U.S. Trustee.

Dated: Los Angeles, CA
February 6, 2006

By: /s/ Gerald E. Hawxhurst
Gerald E. Hawxhurst

Sworn to before me
this 6th day of February, 2006

/s Lorraine Rivera
Notary Public

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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:
In re : Chapter 11
:
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
:
Debtors. : (Jointly Administered)
:
----- x

ORDER UNDER 11 U.S.C. §§ 327(e) AND 1107(b) AND FED. R. BANKR. P. 2014
AUTORIZING EMPLOYMENT AND RETENTION OF QUINN EMANUEL URQUHART
OLIVER & HEDGES, LLP AS SPECIAL LITIGATION COUNSEL TO DEBTORS

("QUINN EMANUEL RETENTION ORDER")

Upon the application, February 7, 2006 (the "Application"), of Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order (the "Order") under 11 U.S.C. §§ 327(e) and 1107(b) and Fed. R. Bankr. P. 2014 authorizing the employment and retention of Quinn Emanuel Urquhart Oliver & Hedges, LLP ("Quinn Emanuel") as special litigation counsel to the Debtors; and upon the Affidavit of Gerald E. Hawxhurst, sworn to February 6, 2006, in support of the Application (the "Hawxhurst Affidavit"); and this Court being satisfied with the representations made in the Application and the Hawxhurst Affidavit that Quinn Emanuel does not represent or hold any interest adverse to any of the Debtors' estates or the Debtors with respect to the matters on which Quinn Emanuel is to be employed, and that Quinn Emanuel's employment is necessary and would be in the best interests of each of the Debtors' estates; and it appearing that proper and adequate notice has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Application is GRANTED.

2. The Debtors' employment of Quinn Emanuel Urquhart Oliver & Hedges, LLP

as their special litigation counsel, pursuant to the Application, is approved under sections 327(e) and 1107(b) of the Bankruptcy Code and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") with approval of such employment being effective as of the Petition Date, October 8, 2005.

3. Quinn Emanuel Urquhart Oliver & Hedges, LLP shall be compensated in accordance with the standards and procedures set forth in sections 330 and 331 of the Bankruptcy Code and all applicable Bankruptcy Rules, Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York (the "Local Rules"), guidelines established by the Office of the United States Trustee, and further orders of this Court.

4. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Final Order.

5. The requirement under Local Rule 9013-1(b) for the service and filing of a separate memorandum of law is deemed satisfied by the Application.

Dated: New York, New York
[____], 2006

UNITED STATES BANKRUPTCY JUDGE

EXHIBIT I

Objections Due: February 17, 2006 at 4:00 p.m.

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606
(312) 407-0700
John Wm. Butler, Jr. (JB 4711)
John K. Lyons (JL 4951)
Ron E. Meisler (RM 3026)

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
Four Times Square
New York, New York 10036
(212) 735-3000
Kayalyn A. Marafioti (KM 9632)
Thomas J. Matz (TM 5986)

Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

Delphi Legal Information Hotline:
Toll Free: (800) 718-5305
International: (248) 813-2698

Delphi Legal Information Website:
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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:
In re : Chapter 11
:
DELPHI CORPORATION, et al. : Case No. 05- 44481 (RDD)
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Debtors. : (Jointly Administered)
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NOTICE OF PRESENTMENT OF ORDER UNDER 11 U.S.C. §§ 327(e) AND 1107(b)
AND FED. R. BANKR. P. 2014 AUTHORIZING EMPLOYMENT AND RETENTION
OF QUINN EMANUEL URQUHART OLIVER & HEDGES, LLP AS SPECIAL
LITIGATION COUNSEL TO DEBTORS

PLEASE TAKE NOTICE that on February 7, 2006, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases filed the Application For An Order Under 11 U.S.C. §§ 327(e) And 1107(b) And Fed. R. Bankr. P. 2014 Authorizing Debtors Employment And Retention Of Quinn Emanuel Urquhart Oliver & Hedges, LLP ("Quinn Emanuel") As Special Litigation Counsel to Debtors (the "Application").

PLEASE TAKE FURTHER NOTICE that if timely written objections are filed, served, and received in accordance with this notice, a hearing to consider approval of the Application will be held on March 9, 2006, at 10:00 a.m. (Prevailing Eastern Time) (the "Hearing") before the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York, 10004.

PLEASE TAKE FURTHER NOTICE that if no written objections to the Application are timely filed, served, and received, the order filed with the Application and attached to this notice as Exhibit A will be submitted for signature to the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004 on February 17, 2006.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Application must (a) be in writing, (b) conform to the Federal Rules of Bankruptcy Procedure, the

Local Bankruptcy Rules for the Southern District of New York, and the Order Under 11 U.S.C. §§ 102 (1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing (I) Omnibus Hearing Dates, (II) Certain Notice, Case Management, And Administrative Procedures, And (III) Scheduling An Initial Case Conference In Accordance With Local Bankr. R. 1007-2(e) (the "Case Management Order") (Docket No. 245), (c) be filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) registered users of the Bankruptcy Court's case filing system must file electronically, and all other parties-in-interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format), (d) be submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, and (e) be served upon (i) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098 (Att'n: General Counsel), (ii) counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Att'n: John Wm. Butler, Jr.), (iii) counsel for the agent under the Debtors' prepetition credit facility, Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, New York 10017 (Att'n: Kenneth S. Ziman), (iv) counsel for the agent under the postpetition credit facility, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017 (Att'n: Marlane Melican), (v) counsel for the Official Committee of Unsecured Creditors, Latham & Watkins, 885 Third Avenue, New York, New York 10022 (Att'n: Robert J. Rosenberg and Mark A. Broude), (vi) Quinn Emanuel Urquhart Oliver & Hedges, LLP, 865 South Figueroa Street, 10th Floor, Los Angeles, CA 90017-2543 (Att'n: Gerald E. Hawxhurst), and (vii) the Office of the United States Trustee

for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004 (Att'n: Alicia M. Leonhard), in each case so as to be **received** no later than **4:00 p.m. (Prevailing Eastern Time) on February 17, 2006** (the "Objection Deadline").

PLEASE TAKE FURTHER NOTICE that only those objections made as set forth herein and in accordance with the Case Management Order will be considered by the Bankruptcy Court at the Hearing. If no objections to the Application are timely filed and served in accordance to the procedures set forth herein and in the Case Management Order, the Bankruptcy Court may enter an order granting the Application **without further notice.**

Dated: New York, New York
February 7, 2006

SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP

By: /s/ John Wm. Butler, Jr.

John Wm. Butler, Jr. (JB 4711)
John K. Lyons (JL 4951)
Ron E. Meisler (RM 3026)
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606
(312) 407-0700

- and -

By: /s/ Kayalyn A. Marafioti

Kayalyn A. Marafioti (KM 9632)
Thomas J. Matz (TM 5986)
Four Times Square
New York, New York 10036
(212) 735-3000

Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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:
In re : Chapter 11
:
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
:
Debtors. : (Jointly Administered)
:
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ORDER UNDER 11 U.S.C. §§ 327(e) AND 1107(b) AND FED. R. BANKR. P. 2014
AUTORIZING EMPLOYMENT AND RETENTION OF QUINN EMANUEL URQUHART
OLIVER & HEDGES, LLP AS SPECIAL LITIGATION COUNSEL TO DEBTORS

("QUINN EMANUEL RETENTION ORDER")

Upon the application, February 7, 2006 (the "Application"), of Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order (the "Order") under 11 U.S.C. §§ 327(e) and 1107(b) and Fed. R. Bankr. P. 2014 authorizing the employment and retention of Quinn Emanuel Urquhart Oliver & Hedges, LLP ("Quinn Emanuel") as special litigation counsel to the Debtors; and upon the Affidavit of Gerald E. Hawxhurst, sworn to February 6, 2006, in support of the Application (the "Hawxhurst Affidavit"); and this Court being satisfied with the representations made in the Application and the Hawxhurst Affidavit that Quinn Emanuel does not represent or hold any interest adverse to any of the Debtors' estates or the Debtors with respect to the matters on which Quinn Emanuel is to be employed, and that Quinn Emanuel's employment is necessary and would be in the best interests of each of the Debtors' estates; and it appearing that proper and adequate notice has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Application is GRANTED.

2. The Debtors' employment of Quinn Emanuel Urquhart Oliver & Hedges, LLP

as their special litigation counsel, pursuant to the Application, is approved under sections 327(e) and 1107(b) of the Bankruptcy Code and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") with approval of such employment being effective as of the Petition Date, October 8, 2005.

3. Quinn Emanuel Urquhart Oliver & Hedges, LLP shall be compensated in accordance with the standards and procedures set forth in sections 330 and 331 of the Bankruptcy Code and all applicable Bankruptcy Rules, Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York (the "Local Rules"), guidelines established by the Office of the United States Trustee, and further orders of this Court.

4. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Final Order.

5. The requirement under Local Rule 9013-1(b) for the service and filing of a separate memorandum of law is deemed satisfied by the Application.

Dated: New York, New York
[____], 2006

UNITED STATES BANKRUPTCY JUDGE

EXHIBIT J

Delphi Legal Information Hotline:
Toll Free: (800) 718-5305
International: (248) 813-2698

Delphi Legal Information Website:
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

----- X
:
In re : Chapter 11
:
DELPHI CORPORATION, et al. : Case No. 05-44481 (RDD)
:
Debtors. : (Jointly Administered)
:
----- X

APPLICATION FOR ORDER UNDER 11 U.S.C. §§ 327(e) AND 1107(b) AND FED. R.
BANKR. P. 2014 AUTHORIZING EMPLOYMENT AND RETENTION OF RADER,
FISHMAN & GRAUER PLLC AS INTELLECTUAL PROPERTY COUNSEL TO DEBTORS

("RADER, FISHMAN RETENTION APPLICATION")

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates (the "Affiliate Debtors"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), hereby submit this application (the "Application") for an order under 11 U.S.C. §§ 327(e) and 1107(b) and Fed. R. Bankr. P. 2014 authorizing the employment and retention of Rader Fishman & Grauer PLLC ("RFG") as intellectual property counsel to the Debtors, nunc pro tunc to October 8, 2005. In support of this Application, the Debtors submit the Affidavit of Glenn E. Forbis, sworn to February 6, 2006 (the "Forbis Affidavit"). In further support of this Application, the Debtors respectfully represent as follows:

Background

A. The Chapter 11 Filings

1. On October 8, 2005 (the "Initial Filing Date"), Delphi and certain of its U.S. subsidiaries (the "Initial Filers") filed voluntary petitions in this Court for reorganization relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended (the "Bankruptcy Code"). On October 14, 2005, three additional U.S. subsidiaries of Delphi (together with the Initial Filers, collectively, the "Debtors") also sought reorganization relief. The Debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. This Court entered orders directing the joint administration of the Debtors' chapter 11 cases (Dockets Nos. 28 and 404).

2. On October 17, 2005, the Office of the United States Trustee appointed an official committee of unsecured creditors (the "Creditors' Committee"). No trustee or examiner has been appointed in the Debtors' cases.

3. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding under 28 U.S.C. § 157(b)(2).

4. The statutory predicate for the relief requested herein is section [•] of the Bankruptcy Code and Rule [•] of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules").

B. Current Business Operations Of The Debtors

5. Delphi had global 2004 revenues of approximately \$28.6 billion, and global assets as of August 31, 2005 of approximately \$17.1 billion,¹ Delphi ranks as the fifth largest public company business reorganization in terms of revenues, and the thirteenth largest public company business reorganization in terms of assets. Delphi's non-U.S. subsidiaries are not chapter 11 debtors and continue their business operations without supervision from the Bankruptcy Court.

6. Delphi has become a leading global technology innovator with significant engineering resources and technical competencies in a variety of disciplines, and the Company (as defined below) is today arguably the single largest global supplier of vehicle electronics, transportation components, integrated systems and modules, and other electronic technology. The Company's technologies and products are present in more than 75 million vehicles on the road worldwide. The Company supplies products to nearly every major global automotive original equipment manufacturer, with 2004 sales to its former parent, General Motors Corporation ("General Motors" or "GM"), equaling approximately \$15.4 billion, and sales to each of Ford Motor Company, DaimlerChrysler Corporation, Renault/Nissan Motor Company, Ltd., and Volkswagen Group exceeding \$850 million.

7. As part of its growth strategy, Delphi has established an expansive global presence with a network of manufacturing sites, technical centers, sales offices, and joint ventures located in every major region of the world. As of the Initial Filing Date., the Debtors employed approximately 180,000 employees worldwide. The Debtors' 50,600 U.S. employees worked in approximately 44 manufacturing sites, 13 technical centers, and Delphi's Troy,

¹ The aggregated financial data used in this Motion generally consists of consolidated information from Delphi and its worldwide subsidiaries and affiliates.

Michigan headquarters. Approximately 34,750 of the Debtors' U.S. employees were hourly employees as of the Initial Filing Date, and 96% of these were represented by approximately 49 different international and local unions. Outside the United States, the Company's foreign entities employed more than 134,000 people on the Initial Filing Date, supporting 120 manufacturing sites and 20 technical centers in nearly 40 countries around the globe.

8. Delphi was incorporated in Delaware in 1998 as a wholly-owned subsidiary of GM. Prior to January 1, 1999, GM conducted the Company's business through various divisions and subsidiaries. Effective January 1, 1999, the assets and liabilities of these divisions and subsidiaries were transferred to Delphi and its subsidiaries and affiliates (collectively, the "Company") in accordance with the terms of a Master Separation Agreement between Delphi and GM. In connection with these transactions, Delphi accelerated its evolution from a North American-based, captive automotive supplier to a global supplier of components, integrated systems, and modules for a wide range of customers and applications. Although GM is still the Company's single largest customer, today more than half of Delphi's revenue is generated from non-GM sources.

9. Due to the significant planning that goes into each vehicle model, Delphi's efforts to generate new business do not immediately affect its financial results, because supplier selection in the auto industry is generally finalized several years prior to the start of production of the vehicle. When awarding new business, which is the foundation for the Company's forward revenue base, customers are increasingly concerned with the financial stability of their supply base. The Debtors believe that they will maximize stakeholder value and the Company's future prospects if they stabilize their businesses and continue to diversify their customer base. The Debtors also believe that this must be accomplished in advance of the expiration of certain

benefit guarantees between GM and certain of Delphi's unions representing most of its U.S. hourly employees which coincides with the expiration of the Company's U.S. collective bargaining agreements in the fall of 2007.

C. Events Leading To Chapter 11 Filing

10. In the first two years following Delphi's separation from GM, the Company generated approximately \$2 billion in net income. Every year thereafter, however, with the exception of 2002, the Company has suffered losses. In calendar year 2004, the Company reported a net operating loss of \$482 million on \$28.6 billion in net sales. Reflective of a downturn in the marketplace, Delphi's financial condition deteriorated further in the first six months of 2005, with net operating losses of \$608 million for the first six months of calendar year 2005 on six-month net sales of \$13.9 billion, approximately \$1 billion less than the same time period a year earlier.²

11. The Debtors believe that the Company's financial performance has deteriorated because of: (a) increasingly unsustainable U.S. legacy liabilities and operational restrictions driven by collectively bargained agreements, including restrictions preventing the Debtors from exiting non-strategic, non-profitable operations, all of which have the effect of creating largely fixed labor costs, (b) a competitive U.S. vehicle production environment for domestic OEMs resulting in the reduced number of motor vehicles that GM produces annually in the United States and related pricing pressures, and (c) increasing commodity prices.

12. In light of these factors, the Company determined that it would be imprudent and irresponsible to defer addressing and resolving its U.S. legacy liabilities, product portfolio, operational issues, and forward looking revenue requirements. Because discussions

² Reported net losses in calendar year 2004 were \$4.8 billion, reflecting a \$4.1 billion tax charge, primarily related to the recording of a valuation allowance on the U.S. deferred tax assets as of December 31, 2004.

with its unions and GM were not progressing sufficiently, the Company commenced these chapter 11 cases for its U.S. businesses to complete the Debtors' transformation plan and preserve value for its stakeholders.

13. Through the reorganization process, the Debtors intend to achieve competitiveness for Delphi's core U.S. operations by modifying or eliminating non-competitive legacy liabilities and burdensome restrictions under current labor agreements and realigning Delphi's global product portfolio and manufacturing footprint to preserve the Company's core businesses. This will require negotiation with key stakeholders over their respective contributions to the restructuring plan or, absent consensual participation, the utilization of the chapter 11 process to achieve the necessary cost savings and operational effectiveness. The Debtors believe that a substantial segment of Delphi's U.S. business operations must be divested, consolidated, or wound-down during these cases.

14. Upon the conclusion of the reorganization process, the Debtors expect to emerge as a stronger, more financially sound business with viable U.S. operations that are well-positioned to advance global enterprise objectives. In the meantime, Delphi will marshal all of its resources to continue to deliver value and high-quality products to its customers globally. Additionally, the Company will preserve and continue the strategic growth of its non-U.S. operations and maintain its prominence as the world's premier auto supplier.

Relief Requested

15. By this Application, the Debtors request entry of an order authorizing the Debtors to employ and retain RFG as the Debtors' intellectual counsel pursuant to the current fee arrangement with RFG as set forth in the Forbis affidavit, and by that certain engagement letter dated May 13, 2003 attached hereto as Exhibit 1 (the "Engagement Letter").

Basis For Relief

16. The Debtors submit that RFG's proposed retention meets all the prerequisites for retention of special counsel under section 327(e) of the Bankruptcy Code, which permits a debtor-in-possession, with court approval, to employ counsel that has represented the Debtors prior to the commencement of their chapter 11 cases, for a "specified special purpose" if such employment is in the best interest of the Debtors. Because RFG is the proposed intellectual counsel to the Debtors, but not the proposed bankruptcy counsel in these chapter 11 cases, section 327(e) does not require that RFG and its attorneys be "disinterested persons" as defined in section 101(14) of the Bankruptcy Code. Rather, section 327(e) instead requires that RFG not represent or hold any interest adverse to the estates or the Debtors with respect to the matter on which RFG is to be employed. As discussed below, the employment of RFG as intellectual property counsel is in the best interests of the Debtors.

The Debtors' Employment Of RFG
Is In The Best Interests Of The Estates

17. RFG will serve as intellectual property counsel to the Debtors during these chapter 11 cases. RFG has performed similar work for the Debtors in the past and is therefore familiar with the Debtors' businesses and operations. In particular, RFG is especially attuned to the unique intellectual property issues that arise in the Debtors' industry.

18. RFG is well qualified to assist the Debtors in the manner described in the Application. Attached hereto as Exhibit A is a copy of the professional biographies and backgrounds of the RFG attorneys who will have primary responsibility for providing to the Debtors the services listed below. Most importantly for present purposes, RFG is an intellectual property specialty firm, concentrating its legal services in the area of patents, trademarks, copyrights, technology law, and related litigation in District Courts and Appeals Courts

throughout the United States. Accordingly, the Debtors believe that RFG is well qualified to serve as intellectual property counsel in these chapter 11 cases in an efficient and effective manner.

19. The Debtors believe that the employment of RFG will enhance and will not duplicate the employment of Skadden, Arps, Slate, Meagher, & Flom LLP ("Skadden"), the Debtors' general bankruptcy counsel, Shearman & Sterling LLP ("Shearman"), the Debtors' special counsel, Togut, Segal & Segal LLP ("Togut"), the Debtors' conflicts counsel, or the employment of any other professionals retained by the Debtors to perform specific tasks that are unrelated to the work to be performed by RFG as intellectual property counsel to the Debtors. The Debtors understand that RFG will work with the other professionals retained by the Debtors to avoid any such duplication.

Services To Be Rendered By RFG

20. As set forth in the Forbis Affidavit and the Engagement Letter, the Debtors wish to engage RFG to provide services to the Debtors in connection with intellectual property matters. The Debtors anticipate that such services will include the following:

- (a) Patent Preparation: Review of invention disclosures, preparation of patentability opinions, and preparation and filing of patent applications with U.S. Patent and Trademark Office focusing on the following areas of technical expertise: sophisticated automotive electronics systems;
- (b) Patent Prosecution: Review of correspondence from U.S. Patent and Trademark Office and preparation of amendments to patent applications in order to secure patents focusing on, among others, patents relating to sophisticated automotive electronics systems;
- (c) Foreign Patent Prosecution: Review correspondence from foreign patent offices and consult with the Debtors concerning appropriate responses and interface with foreign law firms concerning the filing of responses in foreign jurisdictions focusing on, among others, sophisticated automotive electronics systems;

- (d) Intellectual Property Litigation: Representing Delphi in litigation in United States District Courts and U.S. Courts of Appeal and overseeing litigation and administrative proceedings in foreign countries involving patents and/or trademarks with a focus on local litigation issues;
- (e) Non-Infringement & Clearance Opinions: Review of potential products and inventions, conduct searches for relevant patents and publications, review and analyze uncovered patents and publications, and preparation of opinions focusing on, among others, sophisticated automotive electronics systems; and
- (f) Miscellaneous intellectual property advice and counsel related to copyrights, trademarks and know-how and contractual matters involving intellectual property.

21. RFG has indicated its desire and willingness to represent the Debtors as set forth herein and to render the necessary professional services as intellectual property counsel to the Debtors.

22. The Debtors may request that RFG undertake specific matters beyond the scope of the responsibilities set forth above. Should RFG agree in its discretion to undertake any such matter, the Debtors shall seek further order of this Court.

Disinterestedness Of Professionals

23. The Forbis Affidavit filed in support of this Application contains information available to date on RFG's connections with other parties-in-interest, as required by Bankruptcy Rule 2014(a). To the best of the Debtors' knowledge, and based on the information in the attached Forbis Affidavit, RFG, its partners, counsel, and associates do not hold or represent any interest adverse to the Debtors, their creditors, any other party-in-interest in these chapter 11 cases, their respective attorneys and investment advisors, the U.S. Trustee, or any person employed therein, with respect to the matters on which RFG is to be employed.

24. RFG has disclosed to the Debtors that RFG has in the past represented, currently represents, and will likely in the future represent certain of the Debtors' creditors and

other parties-in-interest in matters unrelated to the Debtors or their chapter 11 cases. RFG does not believe that the foregoing raises any actual or potential conflict of interest of RFG relating to the representation of the Debtors as their intellectual counsel in these chapter 11 cases, but such relationships are disclosed out of an abundance of caution. The Debtors understand that, in order to vitiate any actual or potential conflicts of interest, RFG will not assist the Debtors in connection with their analysis, negotiations, and litigation, if any, with parties with whom RFG has existing client relationships, and that Skadden (or other counsel if Skadden has a conflict), instead, will handle these tasks.

Professional Compensation

25. RFG intends to apply to this Court for compensation and reimbursement of expenses in accordance with section 330(a) of the Bankruptcy Code, the Bankruptcy Rules, applicable guidelines established by the U.S. Trustee, and orders of this Court. RFG acknowledges that all compensation will be subject to this Court's review and approval, after notice and a hearing.

26. Under the applicable provisions of the Bankruptcy Code, and subject to the approval of this Court, the Debtors propose to pay RFG under the terms of the current fee arrangement as set forth in the Forbis Affidavit and Engagement Letter.

27. No arrangement is proposed between the Debtors and RFG for compensation to be paid in these chapter 11 cases other than as set forth above, in the Engagement Letter, and in the Forbis Affidavit.

28. At the Debtors' request, RFG has continued to assist the Debtors' in connection with their intellectual property issues since October 8, 2005 and hence the Debtors request that RFG's retention be effective nunc pro tunc to October 8, 2005.

Conclusion

29. For the foregoing reasons, the Debtors submit that the employment of RFG as the Debtors' intellectual property counsel on the terms set forth herein is in the best interests of the estates.

Notice

30. Notice of this Application has been provided in accordance with the Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing (I) Omnibus Hearing Dates, (II) Certain Notice, Case Management, And Administrative Procedures, And (III) Scheduling An Initial Case Conference In Accordance With Local Bankr. R. 1007-2(e) entered by this Court on October 14, 2005 (Docket No. 245). In light of the nature of the relief requested, the Debtors submit that no other or further notice is necessary.

Memorandum Of Law

31. Because the legal points and authorities upon which this Application relies are incorporated herein, the Debtors respectfully request that the requirement of the service and filing of a separate memorandum of law under Rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York be deemed satisfied.

WHEREFORE, the Debtors respectfully request that this Court enter an order (a) authorizing the Debtors to employ and retain RFG as their intellectual property counsel to perform the services set forth herein and (b) granting the Debtors such other and further relief as is just.

Dated: New York, New York
February 7, 2006

DELPHI CORPORATION, on behalf of itself and certain of its subsidiaries and affiliates, as Debtors and Debtors-in-possession

By: /s/ David M. Sherbin
Name: David M. Sherbin
Title: Vice President, General Counsel, and
Chief Compliance Officer



**William Cosnowski, Jr.
Facsimile: (248) 813-1122
Telephone:(248) 813-3309**

Via Hand Delivery

May 13, 2003

R. Terrance Rader, Esq.
Glenn E. Forbis
RADER, FISHMAN & GRAUER, PLLC
39533 Woodward Avenue,
Suite 140
Bloomfield Hills, MI 48304

**Re: *Automotive Technologies International v. Delphi*
Case No. 03-CV-71368
Delphi File No. 2003-000382**

Dear Terry and Glenn:

This confirms that Delphi Corporation has retained Rader, Fishman & Grauer PLLC to represent Delphi as counsel in the above patent infringement case. I will be responsible for monitoring this matter and will be your direct contact at Delphi. Please include the Delphi file number shown above in all correspondence and invoices with this office.

The Rader Fishman team-members we have approved for this matter are Terry Rader, Glenn Forbis, Brad Diedrich, and one paralegal to be named later. You will provide the following discounted hourly rates (which reflect a 10% discount) for them and have agreed that these rates will remain in effect throughout the course of this litigation:

Terry Rader	\$369.00
Glenn Forbis	\$247.00
Brad Diedrich	\$175.00
Paralegal	\$112.00

Additionally, we have agreed to a not-to-exceed fee cap of \$608,000 through resolution of this matter at trial. In the event that Delphi reaches a favorable settlement of this matter, Delphi will pay a 10% incentive bonus based on the sum of your fees billed by the date of settlement. Under this incentive scenario, the total fees billed and incentive paid by Delphi to your firm will not exceed \$668,800. In the event that Delphi wins the case outright, either on summary judgment or at trial, Delphi will pay a 20% incentive bonus based on the sum of your fees billed by that date. Under this incentive scenario, the total fees billed and incentive paid by Delphi to your firm will not exceed \$729,600. The not-to-exceed cap and incentives set forth in this letter agreement apply only to professional fees billed, and exclude other costs and expenses.

R. Terrance Rader, Esq.
Glenn E. Forbis, Esq.
May 13, 2003
Page 2 of 2

Others from your firm may be necessary to assist us on this litigation, but you have agreed to obtain our written permission before engaging them. Rates for other professionals and paralegals will also be discounted at ten percent (10%) and subject to the same rate increase limitation set forth above.

We request that you bill this matter separately from other Delphi matters for which you have been engaged. It is our intention to process your monthly billing statements promptly, but at times it may take forty-five days or more to process your bill once it has been received.

We expect that the Delphi Team assigned to this case will be fully engaged. The Delphi Team will manage the document collection and coding. We also plan to fully participate in discovery, motions, and strategies necessary to successfully defend these actions. Please call me or Joe Papelian if you believe we are not able to supply the support needed to successfully defend this case.

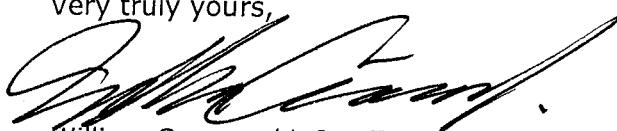
We expect that your hourly billable rates include all overhead and internal charges associated with your practice. A copy of our recently revised billing instructions and limitations is enclosed and incorporated into this engagement agreement by this reference. Any questions about billing procedures should be addressed to Michele Piscitelli, who can be reached at 248-813-2511.

The relationship between our companies should be one of a "partnership" in which we both work together and communicate well with each other, to serve the best interests of Delphi. We are impressed by your firm's experience and look forward to building our relationship with you.

We request that you endorse this engagement agreement below and return an executed copy for our records.

Please call if you have any questions.

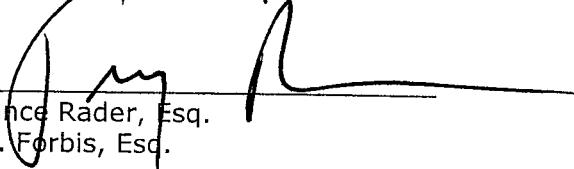
Very truly yours,



William Cosnowski, Jr., Esq.
Enclosure
WC/cmp

Accepted this 13th day of May, 2003.

RADER, FISHMAN & GRAVER PLLC

By: 

R. Terrance Rader, Esq.
Glenn E. Forbis, Esq.

INSTRUCTIONS FOR COMPLETING LAW FIRM INVOICES

The attached invoice form should be submitted with all original invoices for services rendered in connection with all legal matters involving Delphi Automotive Systems and its U.S. subsidiaries.

Please submit invoices monthly whenever "Total Legal Fees & Disbursements" exceed \$1,000 per case or matter. Otherwise, submit invoices quarterly or annually. In the case of a flat fee or other special billing arrangement, submit invoices in accordance with that arrangement.

CERTAIN BASIC INFORMATION IS REQUIRED TO PROCESS AN INVOICE. THE INVOICE CANNOT BE PROCESSED WITHOUT THIS INFORMATION:

Case Matter Name: If you do not know the case/matter name, please contact the responsible Delphi Attorney or Legal Assistant.

Case Matter No.: If you do not know the case/matter number, please contact the responsible Delphi Attorney or Legal Assistant. Note that only one case/matter may be billed on an invoice.

Firm Employer Identification Number: Please include your firm's EIN on the invoice.

Invoice No.: Each invoice must be specifically identifiable by means of a unique Invoice Number. In other words, no two invoices should have the same Invoice Number. The Invoice Number should consist of no more than ten characters (numeric and/or alpha). Please do not reuse invoice numbers submitted to Delphi previously.

Insurance No.: Please include any insurance number on the invoice (Sedgwick for those matters covered by Delphi's insurance carrier or ESIS for those matters covered by GM's insurance carrier).

Law Firm Approval: All invoices must be signed on behalf of the law firm.

ANALYSIS OF LEGAL FEES FOR PERSONS PERFORMING SERVICES DURING THIS BILLING PERIOD

Last Name, First Initial: List only persons who performed services during the billing period covered by the invoice. If entries in this category exceed eight, do not enter any of them on the Law Firm Invoice. Instead, list this information on a separate page and enter "SEE ATTACHMENT" on the Invoice form. For special billing arrangements, such as flat fees, enter SPECIAL BILLING ARRANGEMENT under the category "Last Name, First Initial."

Partial hours should be stated as a decimal fraction, i.e., 20 minutes = .33.

ANALYSIS OF LEGAL FEES BY FUNCTION

This Bill: Under the category “This Bill,” please do not include any past due amount. Past due amounts should only be included in the “Cumulative Totals.”

Cumulative Totals: Amounts for “This Bill” should be included in “Cumulative Totals.” (The amounts shown under “This Bill” and “Cumulative Totals” should be the same on each line on the first billing for each case/matter using the new invoice format.)

GENERALLY

Delphi **will** reimburse a law firm for reasonable and actual out-of-pocket payments made to third-party vendors (i.e., Delphi **will not** pay for markups or surcharges added by the law firm) for the following items:

- Air freight/express mail deliveries
- Bond fees and premiums
- Coach-class air fare (lowest available rate/class)
- Computerized Delphi database research
- Computerized legal research (e.g., Lexis, Westlaw)
- Court reporter fees
- Expert witness fees
- Filing fees
- Inside photocopy (up to 10 cents per page)
- Local business transportation (e.g., taxi fares)
- Long distance telephone charges (for voice, fax or data)
- Outside messenger services
- Outside photocopy, binding, and printing services
- Postage
- Travel (airfare, hotel, rental car)

Delphi **will not** pay for:

- Books/subscriptions
- Fax communications (except long distance telephone charges)
- Hourly fees while traveling
- Inside photocopy (more than 10 cents per page)
- Local meals
- Local personal transportation (taxi/limousine to/from home)
- Local telephone charges
- Membership fees
- Office supplies
- Overtime charges
- Secretarial/clerical charges
- Storage charges
- Word processing

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Email: info@raderfishman.com

Website: <http://www.intelprop.com>

Patent, Trademark, Copyright, Computer Law, Unfair Competition, Trial and Appellate Practice

RALPH TERRANCE RADER, born Clarksburg, West Virginia, December 5, 1947; admitted to bar, 1975, Virginia; 1978, Michigan; U.S. Court of Appeals for Second, Fourth, Sixth, Ninth, and Federal Circuits; registered to practice before U.S. Patent and Trademark Office. Education: Virginia Polytechnic Institute and State University (B.S.M.E., with honors, 1970); American University (J.D., with honors, 1974). Phi Kappa Phi; Tau Beta Pi. Primary Examiner, U.S. Patent and Trademark Office, 1974-1977. Listed in Best Lawyers in America; Who's Who in American Law; and Who's Who in America. Member: Detroit and American Bar Associations; State Bar of Michigan; Virginia State Bar; Michigan Intellectual Property Law Association (Chairman, Litigation Committee, 1988-1993); American Intellectual Property Law Association; International Trademark Association; American Trial Lawyers Association.

Email: rtr@raderfishman.com

MICHAEL D. FISHMAN, born Fairbanks, Alaska, May 27, 1958; admitted to bar, 1984, Michigan; 1985, U.S. Court of Appeals for the Federal Circuit; registered to practice before U.S. Patent and Trademark Office. Education: Wayne State University (B.S., summa cum laude, 1981; J.D., with honors, 1984). Member: Editorial Board, Trademark Reporter published by United States Trademark Association, 1989-1991. Member: Grand Rapids, Detroit and American Bar Associations; State Bar of Michigan (Member, Intellectual Property Law Section); International Trademark Association.

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MICHAEL B. STEWART, born Royal Oak, Michigan, November 5, 1963; admitted to bar, 1991, Michigan; U.S. Court of Appeals for the Sixth and Federal Circuits; registered to practice before U.S. Patent and Trademark Office. Education: University of Michigan (A.B., with distinction, 1987; B.S.M.E., magna cum laude, 1987; M.S.E., Aerospace Engineering, 1988; J.D., cum laude, 1991). Tau Beta Pi; Golden Key. Past Dean, Metropolitan Detroit Chapter of Delta Theta Phi Law Fraternity. Listed in Who's Who in American Law, Who's Who in the world. Member: Oakland County and American Bar Associations; State Bar of Michigan (Member, Sections on: Computer Law; Patent, Trademark and Copyright Law); American Intellectual Property Law Association; Michigan Intellectual Property Law Association; International Trademark Association.

Email: mbs@raderfishman.com

Bloomfield Hills Office - Page 2

GLENN E. FORBIS, born Royal Oak, Michigan, February 21, 1968; admitted to bar, 1994, Michigan; registered to practice before U.S. Patent and Trademark Office. Education: University of Michigan (B.S.E.E., summa cum laude, 1990; M.B.A., with honors, 1994; J.D., cum laude, 1994). Member: State Bar of Michigan (Member, Sections on: Intellectual Property Law; Litigation; Business Law); American Bar Association; American Intellectual Property Association; Michigan Intellectual Property Law Association.
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KRISTIN L. MURPHY, born Lawrence, Massachusetts, August 14, 1971; admitted to bar, 1997, Michigan; registered to practice before U.S. Patent and Trademark Office. Education: Western New England College (B.S.M.E., 1993); Franklin Pierce Law Center (J.D., L.L.M., 1997). Issue Editor for "IDEA: The Journal of Law and Technology". Judicial Extern to Judge Devine, U.S. District Court, New Hampshire.

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Patent, Trademark, Copyright, Computer Law, Unfair Competition, Trial and Appellate Practice

RONALD P. KANANEN, born Conneaut, Ohio, October 29, 1937; admitted to bar, 1964, Ohio; 1970, District of Columbia; U.S. Court of Appeals for Federal Circuit; registered to practice before U.S. Patent and Trademark Office. Education: Case Western Reserve University (B.S.E.E., 1959); Case Western Reserve University (J.D., 1964). Delta Theta Phi. Member: Western Reserve University Law Review, 1962-1963. Author: "Comments and Observations on Res Judicata and Patent Law", 18 Western Reserve University Law Review 103, 1966. Co-Author, with D.R. Dunner: "Nonobviousness and the Court of Customs and Patent Appeals - Twenty-Five Years in Review", Reprinted in "Nonobviousness-The Ultimate Condition of Patentability", BNA, 1978. Law Clerk to Arthur M. Smith, Associate Judge, U.S. Court of Customs and Patent Appeals, 1967-1968. Member: The District of Columbia Bar (Member, Patent Trademark & Copyright Section; Steering Committee, 1985, Chairman, 1986); The Bar Association of the District of Columbia (Chairman, PTC Section, 1988-1989); Federal Circuit Bar Association; American Intellectual Property Law Association.

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YOICHIRO YAMAGUCHI, born Tokyo, Japan, October 15, 1949, admitted to bar, 1994, New York; 2000, District of Columbia; U.S. Court of Appeals for the Federal Circuit, 1994; admitted to practice before the Japanese Patent Office. Education: Waseda University (LL.B., 1974); George Washington University (LL.M., 1992). Patent Examiner of the Japanese Patent Office, 1974-1988, Appeal Examiner, Board of Appeals of the Japanese Patent Office, 1988. Co-Author: "Official Commentary of Industrial Property Laws" 1986 (in Japanese), "Discovery and Strategy," 1994 (in Japanese). Author: "US Intellectual Property Court Document Retrieval Manual," 1993 (in Japanese), "Crisis to Japanese Patent Attorney System Caused by US Attorney-Client Privilege / Proposal of Changes to the Patent Attorney Law," 1994 (in Japanese). Over 30 articles concerning U.S. intellectual property laws for publications including monthly journal of Japanese Group of AIPPI. Lecturer of George Washington University, National Law Center, concerning comparative patent laws 1994-. Member: American Bar Association; American Intellectual Property Law Association; New York Bar Association.

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Washington D. C. Office - Page 2

DAVID T. NIKAIDO, born Santa Monica, California, December 20, 1934; admitted to bar, 1963, Colorado; 1965, Michigan; 1968, Missouri; 1974, District of Columbia; registered to practice before U.S. Patent and Trademark Office. Education: University of Colorado (B.A., Chem., 1957); University of Denver (J.D., 1963). Phi Alpha Delta (President, 1962-1963). Symposium Editor, University of Denver Law Review, 1962-1963. Author: "Essentials for the Drafting of U.S. Patent Specifications and Claims," Published by the Japanese Group of AIPPI, Tokyo, Japan, 1975, 1980, 1986. Member: The District of Columbia Bar; Colorado and American (Member: Section on Patent, Trademark and Copyright Law) Bar Associations; American Intellectual Property Law Association; International Patent and Trademark Association (AIPPI). Languages: Japanese. Practice Areas: U.S./Japan Negotiations; Patent Licensing. Miscellaneous: Former Chairman of the Japan Committee of the Licensing Executive Society; emphasis on representation of U.S. and Japanese clients on patent law and negotiations of technology transfer, licensing, joint venture and related business agreements; speaks fluent Japanese; lectures in Japan on patent related matters and Japan-US cultural matters; founding partner of the former patent law firm of Nikaido, Marmelstein, Murray & Oram LLP.

Email: dtn@raderfishman.com

LEE CHENG, born Tainan, Taiwan, September 3, 1966; admitted to bar, 1996, Maryland; 1997, District of Columbia; 1997, Court of Appeals for the Federal Circuit; registered to practice before U.S. Patent and Trademark Office. Education: University of Michigan (B.S., 1995); Franklin Pierce Law Center (Master of Intellectual Property, 1994); Syracuse University (J.D., 1995); Johns Hopkins University (M.S., 1997). Member: District of Columbia Bar, American Bar Association, American Intellectual Property Law Association; Licensing Executive Society, Chinese Biopharmaceutical Association, Association of University Technology Managers; Languages: Mandarin Chinese

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BRIAN K. DUTTON, born Philadelphia, Pennsylvania, July 21, 1958; admitted to bar, 2000, Kansas; U.S. Court of Appeals for Federal Circuit; 2001, District of Columbia; registered to practice before U.S. Patent and Trademark Office. Education: Drexel University (B.S.E.E., 1981); The George Washington University (J.D. 1995). Patent Examiner of the United States Patent And Trademark Office, 1993-2000 (Office of Petitions, 1998). Member: The District of Columbia Bar; Kansas Bar; American Bar Association; American Intellectual Property Law Association.

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TOSHIKATSU IMAIZUMI, born Tokyo, Japan, May 31, 1962; admitted to bar, 2003, District of Columbia. Education: Chuo University, Japan (B.S.E.E., 1985); Franklin Pierce Law Center (J.D., 2001). Member: District of Columbia Bar, American Bar Association, American Intellectual Property Law Association; Languages: Japanese

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Washington D. C. Office - Page 3

CARL SCHAUKOWITCH, born in Pittsburgh, PA 1951; admitted to Colorado Bar 1980 and the District of Columbia Bar 1996; registered to practice before the United States Patent and Trademark Office in 1979; graduated from The Pennsylvania State University in 1973 with a Bachelor of Science degree from the College of Mechanical Engineering; graduated with a Juris Doctor degree from the University of Denver College of Law in 1980; earned a Certificate in Finance from the University of Denver Graduate School of Business in 1984. He has worked a patent attorney in Denver, Colorado, for a small private patent law practice. After relocating to Washington D.C. in 1994, he has worked as a patent attorney for prominent patent and general practice law firms. He has extensive patent prosecution and patent drafting experience in a variety of the arts including mechanical, electromechanical, semiconductor, laser, computer and chemical arts. Member: State Bar of Colorado, District of Columbia Bar and American Intellectual Property Law Association.

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SHAWN B. CAGE, born Heidelberg, Germany, May 27, 1972; admitted to bar 2005, Maryland; registered to practice before U.S. Patent and Trademark Office. Education: Southern University and A&M College (B.S.E.E., cum laude, 1996), NASA Scholar (1995-96), Chancellor's Scholar (1995-96); Georgetown University Law Center (J.D., 2004). Member: American Intellectual Property Law Association, American Bar Association.

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TYLER OVERALL, born Caldwell, Idaho, January 20, 1979. Education: Brigham Young University (B.S. Electrical Engineering, 2002); George Mason University School of Law (J.D. expected 2007).

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OF COUNSEL:

PAUL W. FISH, born Ligonier, Pennsylvania, April 12, 1933; admitted to bar, 1965, District of Columbia; 1966, New York; 1967, Michigan; 1976, Wisconsin; 1983, Illinois; 1993, Pennsylvania; registered to practice before the U.S. Patent and Trademark Office. Education: Catholic University of America (B.E.E., 1959; M.E.E., 1961); George Washington University (J.D., 1965). Assistant Corporate Secretary and Director of Patents, Burroughs Corporation, 1969-1976; Vice President, General Counsel and Corporate Secretary, Jos. Schlitz Brewing Co., 1976-1982; Senior Vice President/Legal, Comdisco, Inc., 1982-1990; Adjunct Professor, CUA Columbus School of Law 1997-present. Biographee, Who's Who in America and Who's Who in American Law. Member: Board of Regents of The Catholic University of America; Board of Visitors of Columbus School of Law; Advisory Council of the United States Court of Federal Claims; American Intellectual Property Law Association (Alternate Dispute Resolution Committee).

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Washington D. C. Office - Page 4

CHARLES W. BRADLEY, born Nutley, New Jersey; admitted to bar, 1957, New Jersey; 1958, Illinois; 1971, U.S. Supreme Court; 1972, New York. Education: Lehigh University (B.S., 1951); Newark College of Engineering (M.S. in E.E., 1954); Rutgers University (J.D., with honors, 1957). Eta Kappa Nu; Pi Mu Epsilon, Tau Beta Pi, Phi Delta Phi. Member, Rutgers Law Review, 1956-1957. Member: The Association of the Bar of the City of New York; American Bar Association; American Intellectual Property Law Association; New York Intellectual Property Law Association. Practice Areas: Patent, Trademark, Copyright, Unfair Competition.

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STEVEN L. NICHOLS, admitted to bar, 1998, Virginia; 1999, District of Columbia; 2000, Utah; 1998, U.S. Court of Appeals for the Federal Circuit; registered to practice before U.S. Patent and Trademark Office, 1996. Education: Brigham Young University (B.S. in Applied Physics, cum laude, 1993); George Mason University School of Law (J.D., with high honors, 1998). Sigma Pi Sigma, Phi Eta Sigma. Member: George Mason Law Review. Author: “Hippocrates the Patent-Holder: The Unenforceability of Medical Procedure Patents”, 5 George Mason Law Review 227, 1997. Patent Examiner, U.S. Patent and Trademark Office, 1994-1996. Adjunct Professor of “eCommerce and Internet Law”, Brigham Young University, J. Reuben Clark Law School, January 2001-.

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KULANIAKEA FISHER, born Monticello, Utah; admitted to bar, 2003, Oregon; 2004, Utah; registered to practice before U.S. Patent and Trademark Office. Education: Brigham Young University (B.S.M.E.); J. Rueben Clark Law School at Brigham Young University (J.D.). Member: Oregon State Bar, Utah State Bar.
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JEFFREY R. JEPPESEN, born Salt Lake City, Utah, April 3, 1974; admitted to bar, 2003, Utah; registered to practice before U.S. Patent and Trademark Office. Education: University of Utah (B.S. Comp. Eng., 1999); Brigham Young University (J.D., cum laude, 2003). Languages: Tagalog
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BRYAN G. PRATT, born Ontario, Oregon; admitted to bar, 2003, Utah; registered to practice before U.S. Patent and Trademark Office. Education: Brigham Young University (B.S.M.E.); J. Rueben Clark Law School at Brigham Young University (J.D.)
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TRAVIS K. LAIRD, born Phoenix, Arizona; admitted to bar 2005, Utah; registered to practice before the U.S. Patent and Trademark Office. Education: Brigham Young University (B.S. Electrical Engineering, 2002), Tau Beta Pi; J. Reuben Clark School of Law, Brigham Young University (J.D., 2005). Member: Utah State Bar. Languages: Spanish.
Email: tkl@raderfishman.com

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

----- x
:
In re : Chapter 11
:
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
:
Debtors. : (Jointly Administered)
:
----- x

AFFIDAVIT OF GLENN E. FORBIS IN SUPPORT OF APPLICATION FOR ORDER
UNDER 11 U.S.C. §§ 327(e) AND 1107(b) AND FED. R. BANKR. P. 2014 AUTHORIZING
EMPLOYMENT AND RETENTION OF RADER FISHMAN & GRAUER PLLC AS
INTELLECTUAL PROPERTY COUNSEL TO DEBTORS

STATE OF MICHIGAN

COUNTY OF OAKLAND

GLENN E. FORBIS, being duly sworn, deposes and states as follows:

1. I am an attorney admitted to practice before the courts of the State of Michigan. I am a Managing Partner in the law firm of Rader, Fishman & Grauer PLLC of Bloomfield Hills, Michigan ("RFG"), proposed intellectual property counsel for Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, the debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors").

2. I submit this affidavit (the "Affidavit")¹ in support of the Application For Order Under 11 U.S.C. §§ 327(e) and 1107(b) And Fed. R. Bankr. P. 2014 Authorizing Employment And Retention Of RFG As Intellectual Property Counsel To Debtors (the "Application") nunc pro tunc to October 8, 2005, filed concurrently herewith.

3. The address and telephone number of RFG are as follows:

¹ Unless otherwise defined herein, all capitalized terms shall have the meanings ascribed to them in the Application.

39533 Woodward Ave., Suite 140
Bloomfield Hills, Michigan 48304
Tel: 248-594-0600
Fax: 248-594-0610

4. RFG is well qualified to assist the Debtors in the manner described in the Application. Attached hereto as Exhibit A is a copy of the professional biographies and backgrounds of the RFG attorneys who will have primary responsibility for providing to the Debtors the services listed below. Most importantly for present purposes, RFG is an intellectual property specialty firm, concentrating its legal services in the area of patents, trademarks, copyrights, technology law, and related litigation in United States District Courts and Courts of Appeal throughout the United States. Accordingly, the Debtors believe that RFG is well qualified to serve as intellectual property counsel in these chapter 11 cases in an efficient and effective manner.

5. RFG has performed a wide range of intellectual property services for the Debtors in the past. Based on the services that RFG has previously provided to the Debtors, RFG is thoroughly familiar with the Debtors' corporate structure, the nature of their financial status, and certain legal matters relating to the Debtors.

6. Generally, in connection with the Debtors' cases, RFG intends to provide to the Debtors with the following types of professional services:

- (a) Patent Preparation: Review of invention disclosures, preparation of patentability opinions, and preparation and filing of patent applications with U.S. Patent and Trademark Office focusing on the following areas of technical expertise: sophisticated automotive electronics systems;
- (b) Patent Prosecution: Review of correspondence from U.S. Patent and Trademark Office and preparation of amendments to patent applications in order to secure patents focusing on, among others, patents relating to sophisticated automotive electronics systems;

- (c) Foreign Patent Prosecution: Review correspondence from foreign patent offices and consult with the Debtors concerning appropriate responses and interface with foreign law firms concerning the filing of responses in foreign jurisdictions focusing on, among others, sophisticated automotive electronics systems;
- (d) Intellectual Property Litigation: Representing Delphi in litigation in United States District Courts and U.S. Courts of Appeal and overseeing litigation and administrative proceedings in foreign countries involving patents and/or trademarks with a focus on local litigation issues;
- (e) Non-Infringement & Clearance Opinions: Review of potential products and inventions, conduct searches for relevant patents and publications, review and analyze uncovered patents and publications, and preparation of opinions focusing on, among others, sophisticated automotive electronics systems; and
- (f) Miscellaneous intellectual property advice and counsel related to copyrights, trademarks and know-how and contractual matters involving intellectual property.

7. In light of certain existing client representations on unrelated matters, the engagement of Skadden, Arps, Slate, Meagher, & Flom LLP ("Skadden") as the Debtors' bankruptcy counsel, the engagement of Shearman & Sterling LLP ("Shearman") as the Debtors' special counsel, the engagement of Togut, Segal & Segal LLP ("Togut") as the Debtors' conflicts counsel, and the engagement of other counsel for the Debtors, RFG will not be responsible for or undertake any representation with respect to (a) advising the Debtors concerning specific contracts and claims of certain of RFG's existing clients and (b) reviewing, interpreting or commenting on the specific contracts and claims of certain of RFG's existing clients. These existing client relationships, and the scope of the carve-out from RFG's retention, are discussed more fully below.

8. It is RFG's understanding that the Debtors may request that RFG undertake specific matters beyond the limited scope of the responsibilities set forth above. Should RFG

agree in its discretion to undertake any such matter, it is RFG's understanding that the Debtors will seek further order of this Court.

9. RFG is making efforts, together with the Debtors' other counsel, to ensure that there is no duplication of effort or work between such firms and RFG. It is RFG's intention that the estates should receive the best value possible from the efficient coordination of work among its counsel. RFG believes that its lawyers, and the rest of the lawyers retained in these cases have to date delineated clearly, and will continue to delineate clearly, the division of work between them, so as to avoid any duplication of effort and to maximize the efficiencies of the proposed arrangement.

10. RFG has received approximately \$317,949.88 from the Debtors in the past 90 days for services rendered and expenses incurred for services related to intellectual property matters performed by RFG. There are no arrangements between RFG and any other entity to share compensation received or to be received in connection with these chapter 11 cases.

11. RFG has agreed to accept as compensation for the services rendered in connection with its representation of the Debtors:(i) RFG's standard hourly rates; and (ii) Discounted hourly rates (10% discount) for certain litigation matters. RFG intends to request allowance and payment of fees and expenses at its standard hourly rates and to request allowance and reimbursement of its expenses according to RFG's customary reimbursement policies, subject to approval of this Court. A list of standard hourly rates for those members of RFG who are expected primarily to render services in connection with the Debtors' cases is attached hereto as Exhibit B. These hourly rates are subject to annual adjustment in accordance with RFG's standard policies. With respect to all other work, all fees and disbursements are billed for payment in the month succeeding completion of the work, or within a reasonable time thereafter.

A sample copy of an engagement letter setting forth the current fee arrangement is attached as Exhibit C ("Engagement Letter"). RFG will not be paid any additional compensation by the Debtors except upon application to and approval by this Court after notice and a hearing.

12. RFG acknowledges that all amounts paid to RFG during these chapter 11 cases are subject to final allowance by this Court. In the event that any fees or expenses paid to RFG during these cases are disallowed by this Court, the fees and expenses will be disgorged by RFG and returned to the Debtors or as otherwise ordered by this Court.

13. RFG categorizes its billings by subject matter, in compliance with the applicable guidelines of the Office of the United States Trustee (the "U.S. Trustee Guidelines"). RFG acknowledges its compensation in the Debtors' cases is subject to approval of this Court in accordance with section 330 of the Bankruptcy Code, Bankruptcy Rule 2016, and the U.S. Trustee Guidelines.

14. RFG has conducted a check for conflicts of interest and other conflicts and connections with respect to the Debtors' bankruptcy cases. RFG maintains a database containing the names of current, former, and potential clients and other principal parties related to such clients. I caused RFG to review and analyze the conflict database to determine whether RFG has any connection with the principal parties-in-interest in these chapter 11 cases, using information provided to RFG by the Debtors and Skadden and information contained in the database, including (a) the names of the Debtors' prepetition lenders, (b) the names of significant creditors of the Debtors, and (c) the names of firms that the Debtors intend to or may employ during their chapter 11 cases.

15. Based upon this research, I have determined that RFG has in the past represented, currently represents, and will likely in the future represent certain of the Debtors'

creditors and other parties-in-interest in matters unrelated to the Debtors or these chapter 11 cases. I do not believe that the foregoing raises any actual or potential conflicts of interest of RFG relating to the representation of the Debtors in these chapter 11 cases, but such relationships are disclosed out of an abundance of caution.

16. It is my intention that if RFG becomes aware of any other connections of which it presently is unaware, RFG will bring them to the attention of this Court and the U.S. Trustee.

Dated: February 6, 2006

Bloomfield Hills , MI

By: /s/ Glenn E. Forbis
Glenn E. Forbis

Sworn to before me
this 6th day of February, 2006

/s Diane R. Lytle
Notary Public

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Patent, Trademark, Copyright, Computer Law, Unfair Competition, Trial and Appellate Practice

RALPH TERRANCE RADER, born Clarksburg, West Virginia, December 5, 1947; admitted to bar, 1975, Virginia; 1978, Michigan; U.S. Court of Appeals for Second, Fourth, Sixth, Ninth, and Federal Circuits; registered to practice before U.S. Patent and Trademark Office. Education: Virginia Polytechnic Institute and State University (B.S.M.E., with honors, 1970); American University (J.D., with honors, 1974). Phi Kappa Phi; Tau Beta Pi. Primary Examiner, U.S. Patent and Trademark Office, 1974-1977. Listed in Best Lawyers in America; Who's Who in American Law; and Who's Who in America. Member: Detroit and American Bar Associations; State Bar of Michigan; Virginia State Bar; Michigan Intellectual Property Law Association (Chairman, Litigation Committee, 1988-1993); American Intellectual Property Law Association; International Trademark Association; American Trial Lawyers Association.

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MICHAEL D. FISHMAN, born Fairbanks, Alaska, May 27, 1958; admitted to bar, 1984, Michigan; 1985, U.S. Court of Appeals for the Federal Circuit; registered to practice before U.S. Patent and Trademark Office. Education: Wayne State University (B.S., summa cum laude, 1981; J.D., with honors, 1984). Member: Editorial Board, Trademark Reporter published by United States Trademark Association, 1989-1991. Member: Grand Rapids, Detroit and American Bar Associations; State Bar of Michigan (Member, Intellectual Property Law Section); International Trademark Association.

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MICHAEL B. STEWART, born Royal Oak, Michigan, November 5, 1963; admitted to bar, 1991, Michigan; U.S. Court of Appeals for the Sixth and Federal Circuits; registered to practice before U.S. Patent and Trademark Office. Education: University of Michigan (A.B., with distinction, 1987; B.S.M.E., magna cum laude, 1987; M.S.E., Aerospace Engineering, 1988; J.D., cum laude, 1991). Tau Beta Pi; Golden Key. Past Dean, Metropolitan Detroit Chapter of Delta Theta Phi Law Fraternity. Listed in Who's Who in American Law, Who's Who in the world. Member: Oakland County and American Bar Associations; State Bar of Michigan (Member, Sections on: Computer Law; Patent, Trademark and Copyright Law); American Intellectual Property Law Association; Michigan Intellectual Property Law Association; International Trademark Association.

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Bloomfield Hills Office - Page 2

GLENN E. FORBIS, born Royal Oak, Michigan, February 21, 1968; admitted to bar, 1994, Michigan; registered to practice before U.S. Patent and Trademark Office. Education: University of Michigan (B.S.E.E., summa cum laude, 1990; M.B.A., with honors, 1994; J.D., cum laude, 1994). Member: State Bar of Michigan (Member, Sections on: Intellectual Property Law; Litigation; Business Law); American Bar Association; American Intellectual Property Association; Michigan Intellectual Property Law Association.
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KRISTIN L. MURPHY, born Lawrence, Massachusetts, August 14, 1971; admitted to bar, 1997, Michigan; registered to practice before U.S. Patent and Trademark Office. Education: Western New England College (B.S.M.E., 1993); Franklin Pierce Law Center (J.D., L.L.M., 1997). Issue Editor for "IDEA: The Journal of Law and Technology". Judicial Extern to Judge Devine, U.S. District Court, New Hampshire.

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Patent, Trademark, Copyright, Computer Law, Unfair Competition, Trial and Appellate Practice

RONALD P. KANANEN, born Conneaut, Ohio, October 29, 1937; admitted to bar, 1964, Ohio; 1970, District of Columbia; U.S. Court of Appeals for Federal Circuit; registered to practice before U.S. Patent and Trademark Office. Education: Case Western Reserve University (B.S.E.E., 1959); Case Western Reserve University (J.D., 1964). Delta Theta Phi. Member: Western Reserve University Law Review, 1962-1963. Author: "Comments and Observations on Res Judicata and Patent Law", 18 Western Reserve University Law Review 103, 1966. Co-Author, with D.R. Dunner: "Nonobviousness and the Court of Customs and Patent Appeals - Twenty-Five Years in Review", Reprinted in "Nonobviousness-The Ultimate Condition of Patentability", BNA, 1978. Law Clerk to Arthur M. Smith, Associate Judge, U.S. Court of Customs and Patent Appeals, 1967-1968. Member: The District of Columbia Bar (Member, Patent Trademark & Copyright Section; Steering Committee, 1985, Chairman, 1986); The Bar Association of the District of Columbia (Chairman, PTC Section, 1988-1989); Federal Circuit Bar Association; American Intellectual Property Law Association.

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YOICHIRO YAMAGUCHI, born Tokyo, Japan, October 15, 1949, admitted to bar, 1994, New York; 2000, District of Columbia; U.S. Court of Appeals for the Federal Circuit, 1994; admitted to practice before the Japanese Patent Office. Education: Waseda University (LL.B., 1974); George Washington University (LL.M., 1992). Patent Examiner of the Japanese Patent Office, 1974-1988, Appeal Examiner, Board of Appeals of the Japanese Patent Office, 1988. Co-Author: "Official Commentary of Industrial Property Laws" 1986 (in Japanese), "Discovery and Strategy," 1994 (in Japanese). Author: "US Intellectual Property Court Document Retrieval Manual," 1993 (in Japanese), "Crisis to Japanese Patent Attorney System Caused by US Attorney-Client Privilege / Proposal of Changes to the Patent Attorney Law," 1994 (in Japanese). Over 30 articles concerning U.S. intellectual property laws for publications including monthly journal of Japanese Group of AIPPI. Lecturer of George Washington University, National Law Center, concerning comparative patent laws 1994-. Member: American Bar Association; American Intellectual Property Law Association; New York Bar Association.

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Washington D. C. Office - Page 2

DAVID T. NIKAIDO, born Santa Monica, California, December 20, 1934; admitted to bar, 1963, Colorado; 1965, Michigan; 1968, Missouri; 1974, District of Columbia; registered to practice before U.S. Patent and Trademark Office. Education: University of Colorado (B.A., Chem., 1957); University of Denver (J.D., 1963). Phi Alpha Delta (President, 1962-1963). Symposium Editor, University of Denver Law Review, 1962-1963. Author: "Essentials for the Drafting of U.S. Patent Specifications and Claims," Published by the Japanese Group of AIPPI, Tokyo, Japan, 1975, 1980, 1986. Member: The District of Columbia Bar; Colorado and American (Member: Section on Patent, Trademark and Copyright Law) Bar Associations; American Intellectual Property Law Association; International Patent and Trademark Association (AIPPI). Languages: Japanese. Practice Areas: U.S./Japan Negotiations; Patent Licensing. Miscellaneous: Former Chairman of the Japan Committee of the Licensing Executive Society; emphasis on representation of U.S. and Japanese clients on patent law and negotiations of technology transfer, licensing, joint venture and related business agreements; speaks fluent Japanese; lectures in Japan on patent related matters and Japan-US cultural matters; founding partner of the former patent law firm of Nikaido, Marmelstein, Murray & Oram LLP.

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LEE CHENG, born Tainan, Taiwan, September 3, 1966; admitted to bar, 1996, Maryland; 1997, District of Columbia; 1997, Court of Appeals for the Federal Circuit; registered to practice before U.S. Patent and Trademark Office. Education: University of Michigan (B.S., 1995); Franklin Pierce Law Center (Master of Intellectual Property, 1994); Syracuse University (J.D., 1995); Johns Hopkins University (M.S., 1997). Member: District of Columbia Bar, American Bar Association, American Intellectual Property Law Association; Licensing Executive Society, Chinese Biopharmaceutical Association, Association of University Technology Managers; Languages: Mandarin Chinese

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BRIAN K. DUTTON, born Philadelphia, Pennsylvania, July 21, 1958; admitted to bar, 2000, Kansas; U.S. Court of Appeals for Federal Circuit; 2001, District of Columbia; registered to practice before U.S. Patent and Trademark Office. Education: Drexel University (B.S.E.E., 1981); The George Washington University (J.D. 1995). Patent Examiner of the United States Patent And Trademark Office, 1993-2000 (Office of Petitions, 1998). Member: The District of Columbia Bar; Kansas Bar; American Bar Association; American Intellectual Property Law Association.

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TOSHIKATSU IMAIZUMI, born Tokyo, Japan, May 31, 1962; admitted to bar, 2003, District of Columbia. Education: Chuo University, Japan (B.S.E.E., 1985); Franklin Pierce Law Center (J.D., 2001). Member: District of Columbia Bar, American Bar Association, American Intellectual Property Law Association; Languages: Japanese

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Washington D. C. Office - Page 3

CARL SCHAUKOWITCH, born in Pittsburgh, PA 1951; admitted to Colorado Bar 1980 and the District of Columbia Bar 1996; registered to practice before the United States Patent and Trademark Office in 1979; graduated from The Pennsylvania State University in 1973 with a Bachelor of Science degree from the College of Mechanical Engineering; graduated with a Juris Doctor degree from the University of Denver College of Law in 1980; earned a Certificate in Finance from the University of Denver Graduate School of Business in 1984. He has worked a patent attorney in Denver, Colorado, for a small private patent law practice. After relocating to Washington D.C. in 1994, he has worked as a patent attorney for prominent patent and general practice law firms. He has extensive patent prosecution and patent drafting experience in a variety of the arts including mechanical, electromechanical, semiconductor, laser, computer and chemical arts. Member: State Bar of Colorado, District of Columbia Bar and American Intellectual Property Law Association.

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SHAWN B. CAGE, born Heidelberg, Germany, May 27, 1972; admitted to bar 2005, Maryland; registered to practice before U.S. Patent and Trademark Office. Education: Southern University and A&M College (B.S.E.E., cum laude, 1996), NASA Scholar (1995-96), Chancellor's Scholar (1995-96); Georgetown University Law Center (J.D., 2004). Member: American Intellectual Property Law Association, American Bar Association.

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TYLER OVERALL, born Caldwell, Idaho, January 20, 1979. Education: Brigham Young University (B.S. Electrical Engineering, 2002); George Mason University School of Law (J.D. expected 2007).

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OF COUNSEL:

PAUL W. FISH, born Ligonier, Pennsylvania, April 12, 1933; admitted to bar, 1965, District of Columbia; 1966, New York; 1967, Michigan; 1976, Wisconsin; 1983, Illinois; 1993, Pennsylvania; registered to practice before the U.S. Patent and Trademark Office. Education: Catholic University of America (B.E.E., 1959; M.E.E., 1961); George Washington University (J.D., 1965). Assistant Corporate Secretary and Director of Patents, Burroughs Corporation, 1969-1976; Vice President, General Counsel and Corporate Secretary, Jos. Schlitz Brewing Co., 1976-1982; Senior Vice President/Legal, Comdisco, Inc., 1982-1990; Adjunct Professor, CUA Columbus School of Law 1997-present. Biographee, Who's Who in America and Who's Who in American Law. Member: Board of Regents of The Catholic University of America; Board of Visitors of Columbus School of Law; Advisory Council of the United States Court of Federal Claims; American Intellectual Property Law Association (Alternate Dispute Resolution Committee).

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Washington D. C. Office - Page 4

CHARLES W. BRADLEY, born Nutley, New Jersey; admitted to bar, 1957, New Jersey; 1958, Illinois; 1971, U.S. Supreme Court; 1972, New York. Education: Lehigh University (B.S., 1951); Newark College of Engineering (M.S. in E.E., 1954); Rutgers University (J.D., with honors, 1957). Eta Kappa Nu; Pi Mu Epsilon, Tau Beta Pi, Phi Delta Phi. Member, Rutgers Law Review, 1956-1957. Member: The Association of the Bar of the City of New York; American Bar Association; American Intellectual Property Law Association; New York Intellectual Property Law Association. Practice Areas: Patent, Trademark, Copyright, Unfair Competition.

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STEVEN L. NICHOLS, admitted to bar, 1998, Virginia; 1999, District of Columbia; 2000, Utah; 1998, U.S. Court of Appeals for the Federal Circuit; registered to practice before U.S. Patent and Trademark Office, 1996. Education: Brigham Young University (B.S. in Applied Physics, cum laude, 1993); George Mason University School of Law (J.D., with high honors, 1998). Sigma Pi Sigma, Phi Eta Sigma. Member: George Mason Law Review. Author: "Hippocrates the Patent-Holder: The Unenforceability of Medical Procedure Patents", 5 George Mason Law Review 227, 1997. Patent Examiner, U.S. Patent and Trademark Office, 1994-1996. Adjunct Professor of "eCommerce and Internet Law", Brigham Young University, J. Reuben Clark Law School, January 2001-.

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KULANIAKEA FISHER, born Monticello, Utah; admitted to bar, 2003, Oregon; 2004, Utah; registered to practice before U.S. Patent and Trademark Office. Education: Brigham Young University (B.S.M.E.); J. Rueben Clark Law School at Brigham Young University (J.D.). Member: Oregon State Bar, Utah State Bar.
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JEFFREY R. JEPPESEN, born Salt Lake City, Utah, April 3, 1974; admitted to bar, 2003, Utah; registered to practice before U.S. Patent and Trademark Office. Education: University of Utah (B.S. Comp. Eng., 1999); Brigham Young University (J.D., cum laude, 2003). Languages: Tagalog
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BRYAN G. PRATT, born Ontario, Oregon; admitted to bar, 2003, Utah; registered to practice before U.S. Patent and Trademark Office. Education: Brigham Young University (B.S.M.E.); J. Rueben Clark Law School at Brigham Young University (J.D.)
Email: bgp@raderfishman.com

TRAVIS K. LAIRD, born Phoenix, Arizona; admitted to bar 2005, Utah; registered to practice before the U.S. Patent and Trademark Office. Education: Brigham Young University (B.S. Electrical Engineering, 2002), Tau Beta Pi; J. Reuben Clark School of Law, Brigham Young University (J.D., 2005). Member: Utah State Bar. Languages: Spanish.
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**HOURLY RATES
2005**

R. Terrance Rader	\$475
Michael D. Fishman	\$325
Michael B. Stewart	\$345
Glenn E. Forbis	\$325
Kristin L. Murphy	\$265



**William Cosnowski, Jr.
Facsimile: (248) 813-1122
Telephone:(248) 813-3309**

Via Hand Delivery

May 13, 2003

R. Terrance Rader, Esq.
Glenn E. Forbis
RADER, FISHMAN & GRAUER, PLLC
39533 Woodward Avenue,
Suite 140
Bloomfield Hills, MI 48304

**Re: *Automotive Technologies International v. Delphi*
Case No. 03-CV-71368
Delphi File No. 2003-000382**

Dear Terry and Glenn:

This confirms that Delphi Corporation has retained Rader, Fishman & Grauer PLLC to represent Delphi as counsel in the above patent infringement case. I will be responsible for monitoring this matter and will be your direct contact at Delphi. Please include the Delphi file number shown above in all correspondence and invoices with this office.

The Rader Fishman team-members we have approved for this matter are Terry Rader, Glenn Forbis, Brad Diedrich, and one paralegal to be named later. You will provide the following discounted hourly rates (which reflect a 10% discount) for them and have agreed that these rates will remain in effect throughout the course of this litigation:

Terry Rader	\$369.00
Glenn Forbis	\$247.00
Brad Diedrich	\$175.00
Paralegal	\$112.00

Additionally, we have agreed to a not-to-exceed fee cap of \$608,000 through resolution of this matter at trial. In the event that Delphi reaches a favorable settlement of this matter, Delphi will pay a 10% incentive bonus based on the sum of your fees billed by the date of settlement. Under this incentive scenario, the total fees billed and incentive paid by Delphi to your firm will not exceed \$668,800. In the event that Delphi wins the case outright, either on summary judgment or at trial, Delphi will pay a 20% incentive bonus based on the sum of your fees billed by that date. Under this incentive scenario, the total fees billed and incentive paid by Delphi to your firm will not exceed \$729,600. The not-to-exceed cap and incentives set forth in this letter agreement apply only to professional fees billed, and exclude other costs and expenses.

R. Terrance Rader, Esq.
Glenn E. Forbis, Esq.
May 13, 2003
Page 2 of 2

Others from your firm may be necessary to assist us on this litigation, but you have agreed to obtain our written permission before engaging them. Rates for other professionals and paralegals will also be discounted at ten percent (10%) and subject to the same rate increase limitation set forth above.

We request that you bill this matter separately from other Delphi matters for which you have been engaged. It is our intention to process your monthly billing statements promptly, but at times it may take forty-five days or more to process your bill once it has been received.

We expect that the Delphi Team assigned to this case will be fully engaged. The Delphi Team will manage the document collection and coding. We also plan to fully participate in discovery, motions, and strategies necessary to successfully defend these actions. Please call me or Joe Papelian if you believe we are not able to supply the support needed to successfully defend this case.

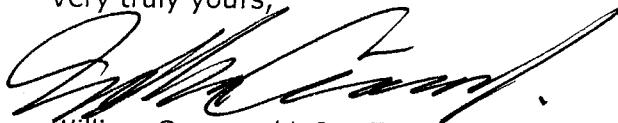
We expect that your hourly billable rates include all overhead and internal charges associated with your practice. A copy of our recently revised billing instructions and limitations is enclosed and incorporated into this engagement agreement by this reference. Any questions about billing procedures should be addressed to Michele Piscitelli, who can be reached at 248-813-2511.

The relationship between our companies should be one of a "partnership" in which we both work together and communicate well with each other, to serve the best interests of Delphi. We are impressed by your firm's experience and look forward to building our relationship with you.

We request that you endorse this engagement agreement below and return an executed copy for our records.

Please call if you have any questions.

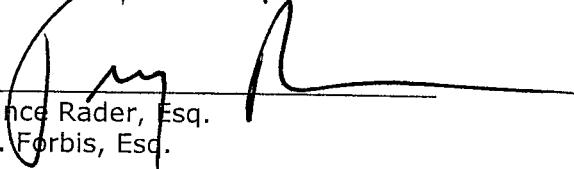
Very truly yours,



William Cosnowski, Jr., Esq.
Enclosure
WC/cmp

Accepted this 13th day of May, 2003.

RADER, FISHMAN & GRAVER PLLC

By: 

R. Terrance Rader, Esq.
Glenn E. Forbis, Esq.

INSTRUCTIONS FOR COMPLETING LAW FIRM INVOICES

The attached invoice form should be submitted with all original invoices for services rendered in connection with all legal matters involving Delphi Automotive Systems and its U.S. subsidiaries.

Please submit invoices monthly whenever "Total Legal Fees & Disbursements" exceed \$1,000 per case or matter. Otherwise, submit invoices quarterly or annually. In the case of a flat fee or other special billing arrangement, submit invoices in accordance with that arrangement.

CERTAIN BASIC INFORMATION IS REQUIRED TO PROCESS AN INVOICE. THE INVOICE CANNOT BE PROCESSED WITHOUT THIS INFORMATION:

Case Matter Name: If you do not know the case/matter name, please contact the responsible Delphi Attorney or Legal Assistant.

Case Matter No.: If you do not know the case/matter number, please contact the responsible Delphi Attorney or Legal Assistant. Note that only one case/matter may be billed on an invoice.

Firm Employer Identification Number: Please include your firm's EIN on the invoice.

Invoice No.: Each invoice must be specifically identifiable by means of a unique Invoice Number. In other words, no two invoices should have the same Invoice Number. The Invoice Number should consist of no more than ten characters (numeric and/or alpha). Please do not reuse invoice numbers submitted to Delphi previously.

Insurance No.: Please include any insurance number on the invoice (Sedgwick for those matters covered by Delphi's insurance carrier or ESIS for those matters covered by GM's insurance carrier).

Law Firm Approval: All invoices must be signed on behalf of the law firm.

ANALYSIS OF LEGAL FEES FOR PERSONS PERFORMING SERVICES DURING THIS BILLING PERIOD

Last Name, First Initial: List only persons who performed services during the billing period covered by the invoice. If entries in this category exceed eight, do not enter any of them on the Law Firm Invoice. Instead, list this information on a separate page and enter "SEE ATTACHMENT" on the Invoice form. For special billing arrangements, such as flat fees, enter SPECIAL BILLING ARRANGEMENT under the category "Last Name, First Initial."

Partial hours should be stated as a decimal fraction, i.e., 20 minutes = .33.

ANALYSIS OF LEGAL FEES BY FUNCTION

This Bill: Under the category “This Bill,” please do not include any past due amount. Past due amounts should only be included in the “Cumulative Totals.”

Cumulative Totals: Amounts for “This Bill” should be included in “Cumulative Totals.” (The amounts shown under “This Bill” and “Cumulative Totals” should be the same on each line on the first billing for each case/matter using the new invoice format.)

GENERALLY

Delphi **will** reimburse a law firm for reasonable and actual out-of-pocket payments made to third-party vendors (i.e., Delphi **will not** pay for markups or surcharges added by the law firm) for the following items:

- Air freight/express mail deliveries
- Bond fees and premiums
- Coach-class air fare (lowest available rate/class)
- Computerized Delphi database research
- Computerized legal research (e.g., Lexis, Westlaw)
- Court reporter fees
- Expert witness fees
- Filing fees
- Inside photocopy (up to 10 cents per page)
- Local business transportation (e.g., taxi fares)
- Long distance telephone charges (for voice, fax or data)
- Outside messenger services
- Outside photocopy, binding, and printing services
- Postage
- Travel (airfare, hotel, rental car)

Delphi **will not** pay for:

- Books/subscriptions
- Fax communications (except long distance telephone charges)
- Hourly fees while traveling
- Inside photocopy (more than 10 cents per page)
- Local meals
- Local personal transportation (taxi/limousine to/from home)
- Local telephone charges
- Membership fees
- Office supplies
- Overtime charges
- Secretarial/clerical charges
- Storage charges
- Word processing

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

----- x
In re : Chapter 11
: Case No. 05-44481 (RDD)
DELPHI CORPORATION, et al., :
Debtors. : (Jointly Administered)
:
----- x

ORDER UNDER 11 U.S.C. §§ 327(e) AND 1107(b) AND FED. R. BANKR. P. 2014
AUTHORIZING EMPLOYMENT AND RETENTION OF RADER FISHMAN & GRAUER
PLLC AS INTELLECTUAL PROPERTY COUNSEL TO DEBTORS

("RADER, FISHMAN RETENTION ORDER")

Upon the application, dated February 7, 2006 (the "Application"), of Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order (the "Order") under 11 U.S.C. §§ 327(e) and 1107(b) and Fed. R. Bankr. P. 2014 authorizing the employment and retention of Rader Fishman & Grauer PLLC ("RFG") as intellectual property counsel to the Debtors; and upon the Affidavit of Glenn E. Forbis, sworn to February 6, 2006, in support of the Application (the "Forbis Affidavit"); and this Court being satisfied with the representations made in the Application and the Forbis Affidavit that RFG does not represent or hold any interest adverse to any of the Debtors' estates or the Debtors with respect to the matters on which RFG is to be employed, and that RFG's employment is necessary and would be in the best interests of each of the Debtors' estates; and it appearing that proper and adequate notice has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefore, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Application is GRANTED.
2. The Debtors' employment of RFG as their intellectual property counsel, pursuant to the Application, is approved under sections 327(e) and 1107(b) of the Bankruptcy Code and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), with approval of such employment being effective as of the Petition Date, October 8, 2005.
3. RFG shall be compensated in accordance with the standards and procedures set forth in sections 330 and 331 of the Bankruptcy Code and all applicable Bankruptcy Rules, Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York (the "Local Rules"), guidelines established by the Office of the United States Trustee, and further orders of this Court.
4. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Final Order.
5. The requirement under Local Rule 9013-1(b) for the service and filing of a separate memorandum of law is deemed satisfied by the Application.

Dated: New York, New York
[____], 2006

UNITED STATES BANKRUPTCY JUDGE

EXHIBIT K

Objections Due: February 17, 2006 at 4:00 p.m.

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606
(312) 407-0700
John Wm. Butler, Jr. (JB 4711)
John K. Lyons (JL 4951)
Ron E. Meisler (RM 3026)

- and -

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Debtors and Debtors-in-Possession

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<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
:
DELPHI CORPORATION, et al. : Case No. 05- 44481 (RDD)
:
Debtors. : (Jointly Administered)
:
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NOTICE OF PRESENTMENT OF ORDER UNDER 11 U.S.C. §§ 327(e) AND 1107(b)
AND FED. R. BANKR. P. 2014 AUTHORIZING EMPLOYMENT AND RETENTION
OF RADER, FISHMAN & GRAUER PLLC AS INTELLECTUAL
PROPERTY COUNSEL TO DEBTORS

PLEASE TAKE NOTICE that on February 7, 2006, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases filed the Application For An Order Under 11 U.S.C. §§ 327(e) And 1107(b) And Fed. R. Bankr. P. 2014 Authorizing Debtors Employment And Retention Of Rader Fishman & Grauer PLLC ("RFG") As Intellectual Property Counsel to Debtors (the "Application").

PLEASE TAKE FURTHER NOTICE that if timely written objections are filed, served, and received in accordance with this notice, a hearing to consider approval of the Application will be held on March 9, 2006, at 10:00 a.m. (Prevailing Eastern Time) (the "Hearing") before the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York, 10004.

PLEASE TAKE FURTHER NOTICE that if no written objections to the Application are timely filed, served, and received, the order filed with the Application and attached to this notice as Exhibit A will be submitted for signature to the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004 on February 17, 2006.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Application must (a) be in writing, (b) conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the

Order Under 11 U.S.C. §§ 102 (1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing (I) Omnibus Hearing Dates, (II) Certain Notice, Case Management, And Administrative Procedures, And (III) Scheduling An Initial Case Conference In Accordance With Local Bankr. R. 1007-2(e) (the "Case Management Order") (Docket No. 245), (c) be filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) - registered users of the Bankruptcy Court's case filing system must file electronically, and all other parties-in-interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format), (d) be submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, and (e) be served upon (i) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098 (Att'n: General Counsel), (ii) counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Att'n: John Wm. Butler, Jr.), (iii) counsel for the agent under the Debtors' prepetition credit facility, Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, New York 10017 (Att'n: Kenneth S. Ziman), (iv) counsel for the agent under the postpetition credit facility, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017 (Att'n: Marlane Melican), (v) counsel for the Official Committee of Unsecured Creditors, Latham & Watkins, 885 Third Avenue, New York, New York 10022 (Att'n: Robert J. Rosenberg and Mark A. Broude), (vi) Rader, Fishman & Grauer PLLC, 39533 Woodward Ave., Suite 140, Bloomfield Hills, Michigan 48304 (Att'n: Glenn E. Forbis), and (vii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York

10004 (Att'n: Alicia M. Leonhard), in each case so as to be **received** no later than **4:00**

p.m. (Prevailing Eastern Time) on February 17, 2006 (the "Objection Deadline").

PLEASE TAKE FURTHER NOTICE that only those objections made as set forth herein and in accordance with the Case Management Order will be considered by the Bankruptcy Court at the Hearing. If no objections to the Application are timely filed and served in accordance with the procedures set forth herein and in the Case Management Order, the Bankruptcy Court may enter an order granting the Application **without further notice.**

Dated: New York, New York
February 7, 2006

SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP

By: /s/ John Wm. Butler, Jr.

John Wm. Butler, Jr. (JB 4711)

John K. Lyons (JL 4951)

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333 West Wacker Drive, Suite 2100

Chicago, Illinois 60606

(312) 407-0700

- and -

By: /s/ Kayalyn A. Marafioti

Kayalyn A. Marafioti (KM 9632)

Thomas J. Matz (TM 5986)

Four Times Square

New York, New York 10036

(212) 735-3000

Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

----- x
In re : Chapter 11
: Case No. 05-44481 (RDD)
DELPHI CORPORATION, et al., :
Debtors. : (Jointly Administered)
:
----- x

ORDER UNDER 11 U.S.C. §§ 327(e) AND 1107(b) AND FED. R. BANKR. P. 2014
AUTHORIZING EMPLOYMENT AND RETENTION OF RADER FISHMAN & GRAUER
PLLC AS INTELLECTUAL PROPERTY COUNSEL TO DEBTORS

("RADER, FISHMAN RETENTION ORDER")

Upon the application, dated February 7, 2006 (the "Application"), of Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order (the "Order") under 11 U.S.C. §§ 327(e) and 1107(b) and Fed. R. Bankr. P. 2014 authorizing the employment and retention of Rader Fishman & Grauer PLLC ("RFG") as intellectual property counsel to the Debtors; and upon the Affidavit of Glenn E. Forbis, sworn to February 6, 2006, in support of the Application (the "Forbis Affidavit"); and this Court being satisfied with the representations made in the Application and the Forbis Affidavit that RFG does not represent or hold any interest adverse to any of the Debtors' estates or the Debtors with respect to the matters on which RFG is to be employed, and that RFG's employment is necessary and would be in the best interests of each of the Debtors' estates; and it appearing that proper and adequate notice has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefore, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Application is GRANTED.
2. The Debtors' employment of RFG as their intellectual property counsel, pursuant to the Application, is approved under sections 327(e) and 1107(b) of the Bankruptcy Code and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), with approval of such employment being effective as of the Petition Date, October 8, 2005.
3. RFG shall be compensated in accordance with the standards and procedures set forth in sections 330 and 331 of the Bankruptcy Code and all applicable Bankruptcy Rules, Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York (the "Local Rules"), guidelines established by the Office of the United States Trustee, and further orders of this Court.
4. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Final Order.
5. The requirement under Local Rule 9013-1(b) for the service and filing of a separate memorandum of law is deemed satisfied by the Application.

Dated: New York, New York
[____], 2006

UNITED STATES BANKRUPTCY JUDGE

EXHIBIT L

Delphi Legal Information Hotline:
Toll Free: (800) 718-5305
International: (248) 813-2698

Delphi Legal Information Website:
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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:
In re : Chapter 11
:
DELPHI CORPORATION, et al. : Case No. 05-44481 (RDD)
:
Debtors. : (Jointly Administered)
:
----- X

APPLICATION FOR ORDER UNDER 11 U.S.C. §§ 327(e) AND 1107(b) AND FED. R.
BANKR. P. 2014 AUTHORIZING EMPLOYMENT AND RETENTION OF THOMPSON
HINE LLP AS INTELLECTUAL PROPERTY COUNSEL TO DEBTORS

("THOMPSON HINE RETENTION APPLICATION")

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates (the "Affiliate Debtors"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), hereby submit this application (the "Application") for an order under 11 U.S.C. §§ 327(e) and 1107(b) and Fed. R. Bankr. P. 2014 authorizing the employment and retention of Thompson Hine LLP ("Thompson Hine") as intellectual property counsel to the Debtors, nunc pro tunc to October 8, 2005. In support of this Application, the Debtors submit the Affidavit of Theodore D. Lienesch, sworn to February 6, 2006 (the "Lienesch Affidavit"). In further support of this Application, the Debtors respectfully represent as follows:

Background

A. The Chapter 11 Filings

1. On October 8, 2005 (the "Initial Filing Date"), Delphi and certain of its U.S. subsidiaries (the "Initial Filers") filed voluntary petitions in this Court for reorganization relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended (the "Bankruptcy Code"). On October 14, 2005, three additional U.S. subsidiaries of Delphi (together with the Initial Filers, collectively, the "Debtors") also sought reorganization relief. The Debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. This Court entered orders directing the joint administration of the Debtors' chapter 11 cases (Dockets Nos. 28 and 404).

2. On October 17, 2005, the Office of the United States Trustee appointed an official committee of unsecured creditors (the "Creditors' Committee"). No trustee or examiner has been appointed in the Debtors' cases.

3. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding under 28 U.S.C. § 157(b)(2).

4. The statutory predicate for the relief requested herein is section [•] of the Bankruptcy Code and Rule [•] of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules").

B. Current Business Operations Of The Debtors

5. Delphi had global 2004 revenues of approximately \$28.6 billion, and global assets as of August 31, 2005 of approximately \$17.1 billion,¹ Delphi ranks as the fifth largest public company business reorganization in terms of revenues, and the thirteenth largest public company business reorganization in terms of assets. Delphi's non-U.S. subsidiaries are not chapter 11 debtors and continue their business operations without supervision from the Bankruptcy Court.

6. Delphi has become a leading global technology innovator with significant engineering resources and technical competencies in a variety of disciplines, and the Company (as defined below) is today arguably the single largest global supplier of vehicle electronics, transportation components, integrated systems and modules, and other electronic technology. The Company's technologies and products are present in more than 75 million vehicles on the road worldwide. The Company supplies products to nearly every major global automotive original equipment manufacturer, with 2004 sales to its former parent, General Motors Corporation ("General Motors" or "GM"), equaling approximately \$15.4 billion, and sales to each of Ford Motor Company, DaimlerChrysler Corporation, Renault/Nissan Motor Company, Ltd., and Volkswagen Group exceeding \$850 million.

7. As part of its growth strategy, Delphi has established an expansive global presence with a network of manufacturing sites, technical centers, sales offices, and joint ventures located in every major region of the world. As of the Initial Filing Date., the Debtors employed approximately 180,000 employees worldwide. The Debtors' 50,600 U.S. employees worked in approximately 44 manufacturing sites, 13 technical centers, and Delphi's Troy,

¹ The aggregated financial data used in this Motion generally consists of consolidated information from Delphi and its worldwide subsidiaries and affiliates.

Michigan headquarters. Approximately 34,750 of the Debtors' U.S. employees were hourly employees as of the Initial Filing Date, and 96% of these were represented by approximately 49 different international and local unions. Outside the United States, the Company's foreign entities employed more than 134,000 people on the Initial Filing Date, supporting 120 manufacturing sites and 20 technical centers in nearly 40 countries around the globe.

8. Delphi was incorporated in Delaware in 1998 as a wholly-owned subsidiary of GM. Prior to January 1, 1999, GM conducted the Company's business through various divisions and subsidiaries. Effective January 1, 1999, the assets and liabilities of these divisions and subsidiaries were transferred to Delphi and its subsidiaries and affiliates (collectively, the "Company") in accordance with the terms of a Master Separation Agreement between Delphi and GM. In connection with these transactions, Delphi accelerated its evolution from a North American-based, captive automotive supplier to a global supplier of components, integrated systems, and modules for a wide range of customers and applications. Although GM is still the Company's single largest customer, today more than half of Delphi's revenue is generated from non-GM sources.

9. Due to the significant planning that goes into each vehicle model, Delphi's efforts to generate new business do not immediately affect its financial results, because supplier selection in the auto industry is generally finalized several years prior to the start of production of the vehicle. When awarding new business, which is the foundation for the Company's forward revenue base, customers are increasingly concerned with the financial stability of their supply base. The Debtors believe that they will maximize stakeholder value and the Company's future prospects if they stabilize their businesses and continue to diversify their customer base. The Debtors also believe that this must be accomplished in advance of the expiration of certain

benefit guarantees between GM and certain of Delphi's unions representing most of its U.S. hourly employees which coincides with the expiration of the Company's U.S. collective bargaining agreements in the fall of 2007.

C. Events Leading To Chapter 11 Filing

10. In the first two years following Delphi's separation from GM, the Company generated approximately \$2 billion in net income. Every year thereafter, however, with the exception of 2002, the Company has suffered losses. In calendar year 2004, the Company reported a net operating loss of \$482 million on \$28.6 billion in net sales. Reflective of a downturn in the marketplace, Delphi's financial condition deteriorated further in the first six months of 2005, with net operating losses of \$608 million for the first six months of calendar year 2005 on six-month net sales of \$13.9 billion, approximately \$1 billion less than the same time period a year earlier.²

11. The Debtors believe that the Company's financial performance has deteriorated because of: (a) increasingly unsustainable U.S. legacy liabilities and operational restrictions driven by collectively bargained agreements, including restrictions preventing the Debtors from exiting non-strategic, non-profitable operations, all of which have the effect of creating largely fixed labor costs, (b) a competitive U.S. vehicle production environment for domestic OEMs resulting in the reduced number of motor vehicles that GM produces annually in the United States and related pricing pressures, and (c) increasing commodity prices.

12. In light of these factors, the Company determined that it would be imprudent and irresponsible to defer addressing and resolving its U.S. legacy liabilities, product portfolio, operational issues, and forward looking revenue requirements. Because discussions

² Reported net losses in calendar year 2004 were \$4.8 billion, reflecting a \$4.1 billion tax charge, primarily related to the recording of a valuation allowance on the U.S. deferred tax assets as of December 31, 2004.

with its unions and GM were not progressing sufficiently, the Company commenced these chapter 11 cases for its U.S. businesses to complete the Debtors' transformation plan and preserve value for its stakeholders.

13. Through the reorganization process, the Debtors intend to achieve competitiveness for Delphi's core U.S. operations by modifying or eliminating non-competitive legacy liabilities and burdensome restrictions under current labor agreements and realigning Delphi's global product portfolio and manufacturing footprint to preserve the Company's core businesses. This will require negotiation with key stakeholders over their respective contributions to the restructuring plan or, absent consensual participation, the utilization of the chapter 11 process to achieve the necessary cost savings and operational effectiveness. The Debtors believe that a substantial segment of Delphi's U.S. business operations must be divested, consolidated, or wound-down during these cases.

14. Upon the conclusion of the reorganization process, the Debtors expect to emerge as a stronger, more financially sound business with viable U.S. operations that are well-positioned to advance global enterprise objectives. In the meantime, Delphi will marshal all of its resources to continue to deliver value and high-quality products to its customers globally. Additionally, the Company will preserve and continue the strategic growth of its non-U.S. operations and maintain its prominence as the world's premier auto supplier.

Relief Requested

15. By this Application, the Debtors request entry of an order authorizing the Debtors to employ and retain Thompson Hine to an ongoing professional relationship between the Debtors and Thompson Hine.

Basis For Relief

16. The Debtors submit that Thompson Hine's proposed retention meets all the prerequisites for retention of special counsel under section 327(e) of the Bankruptcy Code, which permits a debtor-in-possession, with court approval, to employ counsel that has represented the Debtors prior to the commencement of their chapter 11 cases, for a "specified special purpose" if such employment is in the best interest of the Debtors. Because Thompson Hine is the proposed intellectual property counsel to the Debtors, but not the proposed bankruptcy counsel in these chapter 11 cases, section 327(e) does not require that Thompson Hine and its attorneys be "disinterested persons" as defined in section 101(14) of the Bankruptcy Code. Rather, section 327(e) instead requires that Thompson Hine not represent or hold any interest adverse to the estates or the Debtors with respect to the matter on which Thompson Hine is to be employed. As discussed below, the employment of Thompson Hine as intellectual property counsel is in the best interests of the Debtors.

The Debtors' Employment Of Thompson Hine
Is In The Best Interests Of The Estates

17. Thompson Hine will serve as intellectual property counsel to the Debtors during these chapter 11 cases. Thompson Hine has performed similar work for the Debtors in the past and is therefore familiar with the Debtors' businesses and operations. In particular, Thompson Hine is especially attuned to the unique intellectual property issues that arise in the Debtors' industry.

18. Thompson Hine patent attorneys have handled intellectual property matters for the Debtors since 1998 and therefore have extensive experience with the Debtors' products, technology, personnel and attorneys. Thompson Hine patent attorneys have technical expertise in the automotive, electrical, chemical, computer and other technical fields. Most

importantly for present purposes, several members of Thompson Hine have extensive experience in intellectual property law and its interplay with restructuring and bankruptcy law.

Accordingly, the Debtors believe that Thompson Hine is well qualified to serve as intellectual property counsel in these chapter 11 cases in an efficient and effective manner.

19. The Debtors believe that the employment of Thompson Hine will enhance and will not duplicate the employment of Skadden, Arps, Slate, Meagher, & Flom LLP ("Skadden"), the Debtors' general bankruptcy counsel, Shearman & Sterling LLP ("Shearman"), the Debtors' special counsel, Togut, Segal & Segal LLP ("Togut"), the Debtors' conflicts counsel, and the employment of other professionals retained by the Debtors to perform specific tasks that are unrelated to the work to be performed by Thompson Hine as intellectual property counsel to the Debtors. The Debtors understand that Thompson Hine will work with the other professionals retained by the Debtors to avoid any such duplication.

Services To Be Rendered By Thompson Hine

20. Pursuant to mutually understood ordinary course of business terms, the Debtors wish to engage Thompson Hine to provide services to the Debtors in connection with intellectual property matters. The Debtors anticipate that such services will include the following:

- (a) Patent Prosecution: review of invention disclosures, preparation of patentability opinions, and preparation as well as filing of patent applications with the U. S. Patent and Trademark Office focusing on, among others, the following areas of technical expertise: automotive braking suspension systems and wheel bearings components and equipment;

- (b) Patent Prosecution: review of correspondence from the U. S. Patent and Trademark Office and preparation of amendments to patent applications in order to secure grant of the patent(s) related to, among others, the above-listed areas of technical expertise;
- (c) Non-infringement and clearance opinions: review of potential products and inventions, conduct searches for relevant patents and publications, review and analyze uncovered patents and publications, and preparation of opinions related to, among others, the above-listed areas of technical expertise; and
- (d) Miscellaneous intellectual property advice and counsel related to copyrights, trademarks and know-how and contractual matters involving intellectual property.

21. Thompson Hine has indicated its desire and willingness to represent the Debtors as set forth herein and to render the necessary professional services as intellectual property counsel to the Debtors.

22. The Debtors may request that Thompson Hine undertake specific matters beyond the scope of the responsibilities set forth above. Should Thompson Hine agree in its discretion to undertake any such matter, the Debtors shall seek further order of this Court.

Disinterestedness Of Professionals

23. The Lienesch Affidavit filed in support of this Application contains information available to date on Thompson Hine's connections with other parties-in-interest, as required by Bankruptcy Rule 2014(a). To the best of the Debtors' knowledge, and based on the information in the attached Lienesch Affidavit, Thompson Hine, its partners, counsel, and

associates do not hold or represent any interest adverse to the Debtors, their creditors, any other party-in-interest in these chapter 11 cases, their respective attorneys and investment advisors, the U.S. Trustee, or any person employed therein, with respect to the matters on which Thompson Hine is to be employed.

24. Thompson Hine has disclosed to the Debtors that Thompson Hine has in the past represented, currently represents, and will likely in the future represent certain of the Debtors' creditors and other parties-in-interest in matters unrelated to matters on which Thompson Hine is to be employed by the Debtors in their chapter 11 cases. Thompson Hine does not believe that the foregoing raises any actual or potential conflict of interest of Thompson Hine relating to the representation of the Debtors as their intellectual property counsel in these chapter 11 cases, but such relationships are disclosed out of an abundance of caution. The Debtors understand that, in order to vitiate any actual or potential conflicts of interest, Thompson Hine will not assist the Debtors in connection with their analysis, negotiations, and litigation, if any, with parties with whom Thompson Hine has existing client relationships, and that Skadden (or other counsel if Skadden has a conflict), instead, will handle these tasks.

Professional Compensation

25. Thompson Hine intends to apply to this Court for compensation and reimbursement of expenses in accordance with section 330(a) of the Bankruptcy Code, the Bankruptcy Rules, applicable guidelines established by the U.S. Trustee, and orders of this Court. Thompson Hine acknowledges that all compensation will be subject to this Court's review and approval, after notice and a hearing.

26. Under the applicable provisions of the Bankruptcy Code, and subject to the approval of this Court, the Debtors propose to pay Thompson Hine its standard rates and charges for intellectual property matters.

27. No arrangement is proposed between the Debtors and Thompson Hine for compensation to be paid in these chapter 11 cases other than as set forth above and in the Lienesch Affidavit.

28. At the Debtors' request, Thomson Hine has continued to assist the Debtors' in connection with their intellectual property issues since October 8, 2005 and hence the Debtors request that Thomson Hine's retention be effective nunc pro tunc to October 8, 2005.

Conclusion

29. For the foregoing reasons, the Debtors submit that the employment of Thompson Hine as the Debtors' intellectual property counsel on the terms set forth herein is in the best interests of the estates.

Notice

30. Notice of this Application has been provided in accordance with the Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing (I) Omnibus Hearing Dates, (II) Certain Notice, Case Management, And Administrative Procedures, And (III) Scheduling An Initial Case Conference In Accordance With Local Bankr. R. 1007-2(e) entered by this Court on October 14, 2005 (Docket No. 245). In light of the nature of the relief requested, the Debtors submit that no other or further notice is necessary.

Memorandum Of Law

31. Because the legal points and authorities upon which this Application relies are incorporated herein, the Debtors respectfully request that the requirement of the service and filing of a separate memorandum of law under Rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York be deemed satisfied.

WHEREFORE, the Debtors respectfully request that this Court enter an order (a) authorizing the Debtors to employ and retain Thompson Hine as their intellectual property counsel to perform the services set forth herein and (b) granting the Debtors such other and further relief as is just.

Dated: New York, New York
February 7, 2006

DELPHI CORPORATION, on behalf of itself and certain of its subsidiaries and affiliates, as Debtors and Debtors-in-possession

By: /s/ David M. Sherbin
Name: David M. Sherbin
Title: Vice President, General Counsel and Chief Compliance Officer

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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:
In re : Chapter 11
:
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
:
Debtors. : (Jointly Administered)
:
----- x

AFFIDAVIT OF THEODORE D. LIENESCH IN SUPPORT OF
APPLICATION FOR ORDER UNDER 11 U.S.C. §§ 327(e) AND 1107(b) AND FED. R.
BANKR. P. 2014 AUTHORIZING EMPLOYMENT AND RETENTION OF THOMPSON
HINE LLP AS INTELLECTUAL PROPERTY COUNSEL TO DEBTORS

STATE OF OHIO

COUNTY OF MONTGOMERY

THEODORE D. LIENESCH, being duly sworn, deposes and states as follows:

1. I am an attorney admitted to practice before the Supreme Court of Ohio and the United States Patent and Trademark Office. I am a partner in the firm of Thompson Hine LLP ("Thompson Hine"), proposed intellectual property counsel for Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, the debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors").

2. I submit this affidavit (the "Affidavit")¹ in support of the Application For Order Under 11 U.S.C. §§ 327(e) And 1107(b) And Fed. R. Bankr. P. 2014 Authorizing Employment And Retention Of Thompson Hine As Intellectual Property Counsel To Debtors (the "Application") nunc pro tunc to October 8, 2005, filed concurrently herewith.

3. The address and telephone number of Thompson Hine are as follows:

¹ Unless otherwise defined herein, all capitalized terms shall have the meanings ascribed to them in the Application.

2000 Courthouse Plaza NE

P.O. Box 8801

Dayton, OH 45401-8801

Telephone: 937-443-6600

Facsimile: 937-443-6637

4. Thompson Hine is well qualified to assist the Debtors in the manner described in the Application. Attached hereto in Exhibit A are copies of the professional biographies of the Thompson Hine attorneys who will have primary responsibility for providing intellectual property legal services to the Debtors.

5. Thompson Hine patent attorneys have handled intellectual property matters of the type set forth herein for the Debtors more or less continuously since 1998 and as a result of this extensive experience with Debtors' products, technology, marketing activities, and personnel have accumulated a thorough knowledge and familiarity with the Debtors' business. Thompson Hine possesses technical expertise in the automotive, mechanical, electrical, chemical, computer (including software), and other fields. Consequently, Thompson Hine can handle any and all intellectual property matters for the Debtors quickly, competently, and efficiently. Moreover, many Thompson Hine patent attorneys work in close proximity to one of the Debtors' major engineering centers in Dayton, Ohio. This proximity allows Thompson Hine's patent attorneys to meet with many of the Debtors' technical and research personnel on short notice, and has consequently fostered a good working relationships with the Debtors' technical and research personnel.

6. Based on the services that Thompson Hine has previously provided to the Debtors, Thompson Hine has advised the Debtors regarding intellectual property matters.

Thompson Hine is thoroughly familiar with the Debtors' corporate structure, the nature of their financial status, and certain legal matters relating to the Debtors.

7. Generally, in connection with the Debtors' cases, Thompson Hine will continue to provide to the Debtors with the following types of professional services:

- (a) Patent Prosecution: review of invention disclosures, preparation of patentability opinions, and preparation as well as filing of patent applications with the U. S. Patent and Trademark Office focusing on, among others, the following areas of technical expertise: automotive braking suspension systems and wheel bearings components and equipment;
- (b) Patent Prosecution: review of correspondence from the U. S. Patent and Trademark Office and preparation of amendments to patent applications in order to secure grant of the patent(s) related to, among others, the above-listed areas of technical expertise;
- (c) Non-infringement and clearance opinions: review of potential products and inventions, conduct searches for relevant patents and publications, review and analyze uncovered patents and publications, and preparation of opinions related to, among others, the above-listed areas of technical expertise; and
- (d) Miscellaneous intellectual property advice and counsel related to copyrights, trademarks and know-how and contractual matters involving intellectual property.

8. In light of certain existing client representations on unrelated matters, the engagement of Skadden, Arps, Slate, Meagher, & Flom LLP ("Skadden") as the Debtors' bankruptcy counsel, the engagement of Shearman & Sterling LLP ("Shearman") as the Debtors' special counsel, the engagement of Togut, Segal & Segal LLP ("Togut") as the Debtors' conflicts counsel, and the engagement of any other counsel retained for the Debtors, Thompson Hine will not be responsible for or undertake any representation with respect to (a) advising the Debtors concerning specific contracts and claims of certain of Thompson Hine's existing clients and (b) reviewing, interpreting, or commenting on the specific contracts and claims of certain of Thompson Hine's existing clients. These existing client relationships, and the scope of the carve-out from Thompson Hine's retention, are discussed more fully below.

9. It is Thompson Hine's understanding that the Debtors may request that Thompson Hine undertake specific matters beyond the limited scope of the responsibilities set forth above. Should Thompson Hine agree in its discretion to undertake any such matter, it is Thompson Hine's understanding that the Debtors will seek further order of this Court.

10. Thompson Hine is making efforts, together with the Debtors' other counsel to ensure that there is no duplication of effort or work between such firms and Thompson Hine. It is Thompson Hine's intention that the estates should receive the best value possible from the efficient coordination of work among its counsel. Thompson Hine believes that its lawyers, and the other lawyers retained in these cases, have to date delineated clearly, and will continue to delineate clearly, the division of work between them, so as to avoid any duplication of effort and to maximize the efficiencies of the proposed arrangement.

11. Thompson Hine has received \$133,316.21 from Debtors in the 90 days prior to Debtor's filing of its petition, and no retainer. There are no arrangements between

Thompson Hine and any other entity to have compensation received or to be received in connection with these chapter 11 cases.

12. Thompson Hine has agreed to accept as compensation for the services rendered in connection with its representation of the Debtors approximately \$4,500.00 for preparing a United States utility patent application (plus expenses, including when necessary drawing expenses), approximately \$1800.00 for preparing a response to an office action from the United States Patent and Trade Office (plus expenses), although permission from the assigning attorney of Debtors may be obtained in advance to exceed these amounts; other matters to be billed at Thompson Hine's preferred billing rates, with estimates to be provided in advance and upon request.

13. Thompson Hine acknowledges that all amounts paid to Thompson Hine during these chapter 11 cases are subject to final allowance by this Court. In the event that any fees or expenses paid to Thompson Hine during these cases are disallowed by this Court, the fees and expenses will be disgorged by Thompson Hine and returned to the Debtors or as otherwise ordered by this Court.

14. Thompson Hine categorizes its billings by subject matter, in compliance with the applicable guidelines of the Office of the United States Trustee (the "U.S. Trustee Guidelines"). Thompson Hine acknowledges its compensation in the Debtors' cases is subject to approval of this Court in accordance with section 330 of the Bankruptcy Code, Bankruptcy Rule 2016, and the U.S. Trustee Guidelines.

15. Thompson Hine has conducted a check for conflicts of interest and other conflicts and connections with respect to the Debtors' bankruptcy cases. Thompson Hine maintains a database containing the names of current, former, and potential clients and other

principal parties related to such clients. I caused Thompson Hine to review and analyze the conflict database to determine whether Thompson Hine has any connection with the principal parties-in-interest in these chapter 11 cases, using information provided to Thompson Hine by the Debtors and Skadden and information contained in the database, including (a) the names of the Debtors' prepetition lenders, (b) the names of significant creditors of the Debtors, and (c) the names of firms that the Debtors intend to or may employ during their chapter 11 cases.

16. Based upon this research, I have determined that Thompson Hine has in the past represented, currently represents, and will likely in the future represent certain of the Debtors' creditors and other parties-in-interest in matters unrelated to the matters on which Thompson Hine is to be employed by the Debtors in these chapter 11 cases. I do not believe that the foregoing raises any actual or potential conflicts of interest of Thompson Hine relating to the representation of the Debtors in these chapter 11 cases, but such relationships are disclosed out of an abundance of caution.

17. It is my intention that if Thompson Hine becomes aware of any other connections of which it presently is unaware, Thompson Hine will bring them to the attention of this Court and the U.S. Trustee.

February 6, 2006
Dayton, OH

By: /s/ Theodore D. Lienesch
Theodore D. Lienesch

Sworn to before me
this 6th day of February, 2006

/s Marriet L. Burdick
Notary Public

EXHIBIT A



Ted D. Lienesch

Partner

**Intellectual Property
eBusiness & Emerging Technologies
Life Sciences**

2000 Courthouse Plaza, N.E.
P.O. Box 8801
Dayton, Ohio 45401-8801
Email: Ted.Lienesch@ThompsonHine.com
Phone: 937.443.6958 / Fax: 937.443.6635

Professional Experience

Ted is a registered patent attorney and a partner in the firm's Intellectual Property practice group. He specializes in domestic and foreign patent and trademark prosecution; copyright prosecution; intellectual property licensing, including technology transfers, joint venture agreements and trade secret licensing; patent and trademark validity and right-to-use studies; and copyright, trademark and patent infringement litigation. Ted is admitted to practice in Ohio and Pennsylvania and before the United States Patent and Trademark Office.

Technical Experience

Automotive (engines and power transmission), material handling equipment (including lift trucks and controls systems), electro-mechanical systems, safety clothing construction, plastic injection molding machinery, surgical instruments, data communication systems, inkjet printing systems and electronic commerce.

Education

- University of Cincinnati College of Law; J.D.; 1976; Law Review Editorial Board
- University of Michigan; B.S.E.; 1973; *cum laude*; mechanical engineering, with emphasis on mechanical design, fluid mechanics, thermodynamics, hydraulics and automatic control systems

Professional Associations

- International Trademark Association - Firm Designee
- Dayton Intellectual Property Law Association
- Dayton Bar Association - Unauthorized Practice of Law Committee, Chairman, 1993-1994

Publications

- "Patentee's Threat to Discontinue Purchases Constitutes Unlawful Attempt to Monopolize," *Patent Law Review* - 1975
- Contributor, "Doing Business in and With the United States" - 1999
- Contributor, "Couse's Ohio Form Book," Vol. I (6th Ed.)
- Executive Editor, *INTA Bulletin* of the International Trademark Association - 2002 - 03

Presentations

- "Survey of International Software Protection"; Cincinnati Bar Association



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WASHINGTON, D.C.

- "Protecting Intellectual Property Internationally"; Cincinnati Bar Association
- "Best Practices in Patent Prosecution for 2005"; Thompson Hine LLP
- "Creative Strategies for Building, Maintaining and Protecting Your Trademark Assets"; Thompson Hine LLP
- "How to Avoid Unwittingly Becoming One's Own Lexicographer - *Phillips* and Its Progeny"; Dayton Intellectual Property Law Association

- *Who's Who Legal USA - Trademarks 2006*
- *Best Lawyers in America 2006*

**Awards and
Honors**



Megan Dowd Dorenzo

Partner

Intellectual Property

3900 Key Center
 127 Public Square
 Cleveland, Ohio 44114-1291
 Email: Megan.Dortenzo@ThompsonHine.com
 Phone: 216.566.5636 / Fax: 216.566.5800

Professional Experience

Megan is a registered patent attorney and a partner in the firm's Intellectual Property practice group. She focuses her practice on a full range of intellectual property matters involving patent, trademark, copyright, trade secret and unfair competition law. Megan regularly counsels clients on intellectual property matters, preparation and prosecution of domestic and international patent applications and domestic trademark applications, patent and trademark validity and infringement opinions, registration of copyright material, license and non-disclosure agreements, and assisting in related federal litigation. She also has long and deep experience in e-commerce issues.

Prior to joining Thompson Hine, Megan was a partner at Steptoe & Johnson, PLLC in Clarksburg, West Virginia. She served as an adjunct professor for patent law at West Virginia University, School of Law.

Megan is admitted to practice in Ohio, West Virginia and Maryland.

Technical Experience

Design, development and implementation of computer software systems; biometric identification systems; computer control systems; operating systems; electro-mechanical systems; printer technologies; PCMCIA card technology; micro-electromechanical systems; e-commerce systems; business methods; aviation control systems; mechanical products including medical devices, valves, couplers, sports equipment and packaging.

Representative Matters

- Representation of manufacturers and universities in utility patent as well as design patent infringement matters.
- Representation of businesses and universities in trademark infringement matters.
- Representation of clients in copyright infringement matters, such as disputes involving the Architectural Act, advertisement issues, and commercial use of photographs.
- Representation of businesses in misappropriation of trade secrets disputes.
- Represented numerous clients before the United States Patent and Trademark Office.
- Represented clients in developing protection strategies for proprietary



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intellectual property assets, licensing and assignment of intellectual property, and reviewing and analyzing intellectual property portfolios.

- Advised clients on the benefits and risk of using open source software in the development of proprietary systems.

Education

- University of Maryland School of Law; J.D.; 1995
- The Johns Hopkins University; M.S.; 1989
- College of William and Mary; B.S.; 1985

Professional Associations

- American Bar Association, Intellectual Property Section
- Member of the Ohio, Maryland and West Virginia State Bars

Publications

- "Ada PC Environments Offer a Change from Mainframes" - Government Computer News - November 13, 1989
- "Ada Forces and Entry" - PC Tech Journal for U.K. Integrators and Developers - June 1989
- "Ada Out of Uniform" - PC Tech Journal - April 1989

Presentations

- "Protecting Your Intellectual Property – Open Source Software: An Open Door to the Public?"; Spotlight On Women Seminar; April 19, 2005
- Numerous presentations to professional associations, West Virginia state agencies, and clients on the basics of intellectual property law.
- Numerous presentations on specific tenants of intellectual property law, including, fair use under the Copyright Act, inventorship and ownership issues of a patent, and open source software and licensing.
- Participation on an intellectual property panel at West Virginia University, discussing the various issues for protecting proprietary assets.

Awards and Honors

- Selected into the 2003-04, 2004-05 and 2005-06 editions of *Best Lawyers in America*, Intellectual Property Law
- WVU School of Law, Women's Law Caucus, 2002 Distinguished Woman in the Law Award in the Private Sector
- Associate Editor, *The Business Lawyer* – an ABA sponsored journal, 1994
- University of Maryland Law School, Law & Entrepreneurship Fellow (Intellectual Property), 1994
- LORAL Star Award, 1991
- Computer Sciences Corporation Group Achievement Award, 1991
- NASA Group Achievement Award, 1989
- Westinghouse Creativity Award, 1989
- Letter of Commendation for technical assistance, 1988
- Computer Sciences Corporation Ada Productivity Award, 1986



Steven J. Elleman

Partner

Intellectual Property eBusiness & Emerging Technologies

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Dayton, Ohio 45401-8801
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Phone: 937.443.6838 / Fax: 937.443.6635

Professional Experience

Steve is a partner in the firm's Intellectual Property Practice Group. He is a registered patent attorney and specializes in all aspects of intellectual property law, including domestic and foreign patent and trademark prosecution; patent and trademark validity and right-to-use studies; copyright registration and litigation; intellectual property licensing including joint venture and trade secret agreements; and domain name and cybersquatting issues.

Prior to joining the firm, Steve was an associate with Calfee, Halter & Griswold LLP in Cleveland, Ohio, and was previously a judicial extern to the Honorable Paul E. Pfeifer of the Ohio Supreme Court.

Technical Experience

Automotive components, valves and fittings, micro-electromechanical systems, food processing equipment, golf equipment, business methods, fluid sensors, medical devices, pharmaceutical packaging, printer technologies, firefighting apparel, school and office products, packaging designs, papermaking techniques, materials processing, transportation technology, pumping equipment and electric motor manufacturing.

Education

- The Ohio State University Moritz College of Law; J.D.; 1996; with honors
- The Ohio State University; B.S.; 1993; Aeronautical and Astronautical Engineering, *cum laude*; Tau Beta Pi

Professional Associations

- American Intellectual Property Law Association
- Dayton Intellectual Property Law Association
- American Bar Association - Intellectual Property Section

Publications

"Problem in Patent Litigation: Mandatory Mediation May Provide Settlements and Solutions" - *Ohio State Journal on Dispute Resolution* - 1996

Presentations

- "Basics of Intellectual Property"; Dayton Entrepreneur Development Network; 2005
- "Infectious Estoppel - *Glaxo Wellcome, Inc. v. Impax*"; Best Practices in Patent Prosecution for 2005 (CLE accredited seminar); 2004



Christopher W. Elswick

Associate

Intellectual Property

312 Walnut Street
 14th Floor
 Cincinnati, Ohio 45202-4089
 Email: Christopher.Elswick@ThompsonHine.com
 Phone: 513.352.6503 / Fax: 513.241.4771

Professional Experience

Chris is an associate in the firm's Intellectual Property practice group. He focuses his practice on the protection, assessment and enforcement of intellectual property rights, with an emphasis on patent prosecution in the area of mechanical engineering. Chris has experience in a number of technologies, including medical devices, sports equipment, apparel, electric motors, touch fasteners, automated teller machines and manufacturing processes and apparatus. He also handles patent infringement analyses, clearance studies, patent portfolio assessments and all phases of prosecuting patent applications, both in the United States and abroad.

Before joining Thompson Hine, Chris was an associate at the Boston office of Fish & Richardson P.C.

Chris is registered to practice before the U.S. Patent and Trademark Office. He is also admitted to practice in Ohio and Massachusetts.

Education

- The Ohio State University Moritz College of Law; J.D.; 2002; *with honors*
- University of Kentucky; B.S.M.E.; 1998; *magna cum laude*; Tau Beta Pi

Professional Associations

- American Intellectual Property Law Association
- Cincinnati Bar Association

Presentations

- "Use of Means-Plus-Function Claims as a Claim Drafting Strategy"; 2006 Best Practices: Claim Construction and the Doctrine of Equivalents; 2005
- "University Licensing Panel Discussion"; Student Association of Graduate Engineers, Boston University, Boston; November 2003



Douglas E. Erickson

Senior Attorney

Intellectual Property

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Phone: 937.443.6814 / Fax: 937.443.6635

Professional Experience

Doug is a senior attorney in the firm's Intellectual Property Practice Group. He focuses his practice on all aspects of intellectual property law including patent and trademark prosecution, intellectual property licensing, infringement matters, and patentability opinions. Doug is admitted to practice in Ohio, Oregon and before the United States Patent and Trademark Office.

Technical Experience

His experience with patent matters has included those related to MRI superconducting magnets; x-ray tubes; noise control; power turbine seals; manufacturing processes; aircraft gas turbine engines; scramjet engines; robots; nuclear reactor fuel assemblies; machinery for manufacturing, loading, and inspecting nuclear fuel rods; electric power transmission and solar energy.

Doug's experience with engineering matters has included those related to missile flight test analysis; missile guidance computer hardware and software evaluation; inertial navigation and guidance systems; optimal control theory; error analysis; and computer programming in five programming languages.

Education

- University of Oregon Law School; J.D.; 1974
- Massachusetts Institute of Technology; M.S.; 1966; Aeronautical and Astronautical Engineering; Tau Beta Pi; Sigma Gamma Tau
- Massachusetts Institute of Technology; B.S.; 1965; Aeronautical and Astronautical Engineering; Tau Beta Pi; Sigma Gamma Tau

Professional Associations

- Ohio State Bar Association
- Oregon State Bar Association
- Institute of Electrical & Electronics Engineers, 1968-present

THOMPSON HINE

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WASHINGTON, D.C.



Kenneth Lilly

Patent Agent

Intellectual Property

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Phone: 937.443.6864 / Fax: 937.443.6635

Professional Experience

Prior to joining the firm, Ken held various positions in engineering and technology with General Electric, Exxon Mobil, Atlantic Richfield, and most recently Clopay Plastics. Ken is the inventor on several U.S. Patents, and will provide support to attorneys at Thompson Hine on the preparation and prosecution of patent applications.

Ken is admitted to practice before the U.S. Patent and Trademark Office and is a registered Professional Engineer.

Education

- Master of Science, Chemical Engineering, Virginia Tech, 1984
- Bachelor of Science, Chemical Engineering, Virginia Tech, 1982



Michael J. Nieberding

Partner

Intellectual Property eBusiness & Emerging Technologies

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Phone: 513.352.6719 / Fax: 513.241.4771

Professional Experience

Mike is a partner in the firm's Intellectual Property practice group and is a registered patent attorney. He focuses his practice on all aspects of intellectual property law including patent preparation and prosecution before the United States Patent and Trademark Office; international and foreign patent prosecution; patent, trademark and copyright infringement matters; domain name disputes; patent, software and technology licensing; and web related agreements. Mike is admitted to practice in Ohio and before the United States Patent and Trademark Office.

Mike has had the opportunity to advise a developing company in obtaining U.S. and international patent protection in an emerging technology area, and to assist that company in its technology development efforts through evaluation of its competitors' patented technologies.

Technical Experience

Computer software and systems relating to business processes and eCommerce, telephone systems, artificial neural networks, control systems, lasers and laser processes, analog and digital circuitry, food machines, machine tools, product merchandising equipment, extrusion heads, pneumatic systems, and gas turbine engine systems and components.

Education

- University of Cincinnati College of Law; J.D.; 1994
- University of Dayton; B.S.E.E.; 1990; *cum laude*

Professional Associations

- American Intellectual Property Law Association
- Cincinnati Intellectual Property Law Association
- Cincinnati Bar Association

Community Activities

- *mscenter* - Board of Directors

Presentations

- "Festo-Estoppel by Amendment"; Best Patent Prosecution Practices for



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WASHINGTON, D.C.

2005 Seminar sponsored by Thompson Hine LLP; Cincinnati, Ohio;
December 2004

- "Patent Prosecution in View of *Festo*"; The Eleventh All-Ohio Annual Institute on Intellectual Property; October 2001
- "Preparing and Prosecuting Patent Applications for Computer-Related Inventions"; 1998
- Named an *Ohio Rising Star* by *Ohio Super Lawyers* for 2005

**Awards and
Honors**



Troy S. Prince

Associate

Intellectual Property

3900 Key Center
127 Public Square
Cleveland, Ohio 44114-1291
Email: Troy.Prince@ThompsonHine.com
Phone: 216.566.5579 / Fax: 216.566.5800

Professional Experience

Troy is a registered patent attorney and associate in the Intellectual Property practice group. He focuses his practice on all aspects of intellectual property law, including the protection, assessment, transfer and enforcement of intellectual property rights. Troy has experience in a number of technology fields including medical devices, aerosol drug delivery systems, medical diagnostic equipment, microelectromechanical systems (MEMS) devices, signal processing, feedback control systems, distributed control systems, aerodynamics, satellite systems, metal ceramic composites, bearings, and solid oxide fuel cells.

Prior to joining Thompson Hine, Troy was Vice President of Technology for Orbital Research Inc., an award winning technology based startup company.

Troy is admitted to practice in the states of Ohio and New York and before the United States Patent and Trademark Office.

Education

- Cleveland-Marshall College of Law; J.D.; 2002; summa cum laude
- Case Western Reserve University; M.S.; 1998; Thesis: Feedback Control Techniques for Lower Extremity Functional Electric Stimulation
- Case Western Reserve University; B.S.; 1994; cum laude; Thesis: Feedback Control Techniques for Lower Extremity Functional Electric Stimulation

Professional Associations

- American Bar Association • Intellectual Property Section
- Ohio State Bar Association
- Cleveland Bar Association • Intellectual Property Section
- Association of the Bar City of New York

Community Activities

- OhioMEMS Association • Member Board of Advisors & Volunteer instructor teaching fundamentals of entrepreneurship and micro-electromechanical systems to high school and community college students

Professional Activities

- Trustee of the Cleveland Marshall Law Alumni Association • Co-Chair Membership Committee



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WASHINGTON, D.C.

Publications

Named inventor of eleven published patents including:

- Reconfigurable porous technology for fluid flow control and method of controlling flow – U.S. Patent #6,866,233
- Flow control device and method of controlling flow – U.S. Patent # 6,837,465
- Dry physiological recording electrode – U.S. Patent #6,785,569
- Dry penetrating recording device – U.S. Patent #6,782,283
- Refreshable Braille display system with flexible surface – U.S. Patent #6,743,021
- Ceramic composite electrolytic device – U.S. Patent #6,703,153
- Aircraft and missile forebody flow control device and method of controlling flow – U.S. Patent #6,685,143
- Method and sensor for detecting strain using shape memory alloys – U.S. Patent #6,622,558
- Refreshable Braille display system – U.S. Patent #6,354,839
- Ceramic composite electrolytic device and methods for manufacture thereof – U.S. Patent #6,132,573
- Ceramic composite electrolytic device and methods for manufacture thereof – U.S. Patent # 6,074,771
- "Novel Hierarchical Modular Control Methodology for Closed-Loop Flow-Control Applications"; M. Patel, R. Kolacinski, T. Prince, T. Ng, and J. Myatt - AIAA Journal of Aircraft, Vol. 42, No. 5, Sept. - Oct. 2005
- Numerous conference papers, technical reports and research proposals in the fields of MEMS sensors and actuators, advanced control systems, medical devices, aerodynamics, high-temperature ceramic composites, and solid oxide fuel cells

Presentations

- Intellectual Property - Sustaining Frontline Innovation; OhioMEMS Association 2005 Economic Summit, Cleveland, Ohio; 2005
- Flow Control Using Intelligent Control Modules for Virtual Aerodynamic Shaping; 21st AIAA Aerodynamics Conference, Orlando, Florida; 2003



Victor J. Wasylyna

Associate

Intellectual Property Life Sciences

2000 Courthouse Plaza, N.E.
P.O. Box 8801
Dayton, Ohio 45401-8801
Email: Victor.Wasylyna@ThompsonHine.com
Phone: 937.443.6812 / Fax: 937.443.6635

Professional Experience

Victor is a member of the firm's Intellectual Property and Life Sciences practice groups. He focuses his practice on all aspects of intellectual property law, including the assessment, protection, procurement, transfer and enforcement of intellectual property rights in the United States and around the world. Victor is licensed to practice in the State of Ohio and before the United States Patent and Trademark Office.

Technical Experience

Victor has experience in a wide range of technical fields, including adhesives, braking systems, brewing and distillation, catalysis, chemical systems, chemicals, child safety devices, complex control systems, computer software and business methods, drug delivery systems, electrical circuits, electro-mechanical systems, fluid dynamics, fuel cells, materials processing, mechanical processing equipment, medical devices, office products, papermaking, pest control, pharmaceuticals, printers and printing devices, sensors, suspension systems and testing equipment.

Education

- Case Western Reserve University School of Law; J.D.; 2003
- The Ohio State University; B.S.; 2000; Chemical Engineering

Professional Associations

- American Bar Association
- American Intellectual Property Law Association
- Dayton Intellectual Property Law Association
- Ukrainian American Bar Association

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
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DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
:
Debtors. : (Jointly Administered)
:
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ORDER UNDER 11 U.S.C. §§ 327(e) AND 1107(b) AND FED. R. BANKR. P. 2014
AUTORIZING EMPLOYMENT AND RETENTION OF THOMPSON HINE LLP
AS INTELLECTUAL PROPERTY COUNSEL TO DEBTORS

("THOMPSON HINE RETENTION ORDER")

Upon the application, dated February 7, 2006 (the "Application"), of Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order (the "Order") under 11 U.S.C. §§ 327(e) and 1107(b) and Fed. R. Bankr. P. 2014 authorizing the employment and retention of Thompson Hine LLP ("Thompson Hine") as intellectual property counsel to the Debtors; and upon the Affidavit of Theodore D. Lienesch, sworn to February 6, 2006, in support of the Application (the "Lienesch Affidavit"); and this Court being satisfied with the representations made in the Application and the Lienesch Affidavit that Thompson Hine does not represent or hold any interest adverse to any of the Debtors' estates or the Debtors with respect to the matters on which Thompson Hine is to be employed, and that Thompson Hine's employment is necessary and would be in the best interests of each of the Debtors' estates; and it appearing that proper and adequate notice has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Application is GRANTED.
2. The Debtors' employment of Thompson Hine as their intellectual property counsel, pursuant to the Application, is approved under sections 327(e) and 1107(b) of the Bankruptcy Code and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), with approval of such employment being effective as of the Petition Date, October 8, 2005.
3. Thompson Hine shall be compensated in accordance with the standards and procedures set forth in sections 330 and 331 of the Bankruptcy Code and all applicable Bankruptcy Rules, Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York (the "Local Rules"), guidelines established by the Office of the United States Trustee, and further orders of this Court.
4. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Final Order.

5. The requirement under Local Rule 9013-1(b) for the service and filing of a separate memorandum of law is deemed satisfied by the Application.

Dated: New York, New York
[], 2006

UNITED STATES BANKRUPTCY JUDGE

EXHIBIT M

Objections Due: February 17, 2006 at 4:00 p.m.

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606
(312) 407-0700
John Wm. Butler, Jr. (JB 4711)
John K. Lyons (JL 4951)
Ron E. Meisler (RM 3026)

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
Four Times Square
New York, New York 10036
(212) 735-3000
Kayalyn A. Marafioti (KM 9632)
Thomas J. Matz (TM 5986)

Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

Delphi Legal Information Hotline:
Toll Free: (800) 718-5305
International: (248) 813-2698

Delphi Legal Information Website:
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
:
DELPHI CORPORATION, et al. : Case No. 05- 44481 (RDD)
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Debtors. : (Jointly Administered)
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NOTICE OF PRESENTMENT OF ORDER UNDER 11 U.S.C. §§ 327(e) AND 1107(b)
AND FED. R. BANKR. P. 2014 AUTHORIZING EMPLOYMENT AND RETENTION
OF THOMPSON HINE LLP AS INTELLECTUAL PROPERTY COUNSEL TO DEBT-
ORS

PLEASE TAKE NOTICE that on February 7, 2006, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases filed the Application For An Order Under 11 U.S.C. §§ 327(e) And 1107(b) And Fed. R. Bankr. P. 2014 Authorizing Debtors Employment And Retention Of Thompson Hine LLP ("Thompson Hine") As Intellectual Property Counsel to Debtors (the "Application").

PLEASE TAKE FURTHER NOTICE that if timely written objections are filed, served, and received in accordance with this notice, a hearing to consider approval of the Application will be held on March 9, 2006, at 10:00 a.m. (Prevailing Eastern Time) (the "Hearing") before the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York, 10004.

PLEASE TAKE FURTHER NOTICE that if no written objections to the Application are timely filed, served, and received, the order filed with the Application and attached to this notice as Exhibit A will be submitted for signature to the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004 on February 17, 2006.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Application must (a) be in writing, (b) conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the Order Under 11

U.S.C. §§ 102 (1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing (I) Omnibus Hearing Dates, (II) Certain Notice, Case Management, And Administrative Procedures, And (III) Scheduling An Initial Case Conference In Accordance With Local Bankr. R. 1007-2(e) (the "Case Management Order") (Docket No. 245), (c) be filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) registered users of the Bankruptcy Court's case filing system must file electronically, and all other parties-in-interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format), (d) be submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, and (e) be served upon (i) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098 (Att'n: General Counsel), (ii) counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Att'n: John Wm. Butler, Jr.), (iii) counsel for the agent under the Debtors' prepetition credit facility, Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, New York 10017 (Att'n: Kenneth S. Ziman), (iv) counsel for the agent under the postpetition credit facility, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017 (Att'n: Marlane Melican), (v) counsel for the Official Committee of Unsecured Creditors, Latham & Watkins, 885 Third Avenue, New York, New York 10022 (Att'n: Robert J. Rosenberg and Mark A. Broude), (vi) Thompson Hine LLP, 2000 Courthouse Plaza NE, P.O. Box 8801, Dayton, OH 45401-8801 (Att'n: Theodore D. Lienesch), and (vii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004 (Att'n: Alicia M.

Leonhard), in each case so as to be received no later than **4:00 p.m. (Prevailing Eastern Time) on February 17, 2006** (the "Objection Deadline").

PLEASE TAKE FURTHER NOTICE that only those objections made as set forth herein and in accordance with the Case Management Order will be considered by the Bankruptcy Court at the Hearing. If no objections to the Application are timely filed and served in accordance with the procedures set forth herein and in the Case Management Order, the Bankruptcy Court may enter an order granting the Application **without further notice.**

Dated: New York, New York
February 7, 2006

SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP

By: /s/ John Wm. Butler, Jr.
John Wm. Butler, Jr. (JB 4711)
John K. Lyons (JL 4951)
Ron E. Meisler (RM 3026)
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606
(312) 407-0700

- and -

By: /s/ Kayalyn A. Marafioti
Kayalyn A. Marafioti (KM 9632)
Thomas J. Matz (TM 5986)
Four Times Square
New York, New York 10036
(212) 735-3000

Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

----- X
:
In re : Chapter 11
:
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
:
Debtors. : (Jointly Administered)
:
----- X

ORDER UNDER 11 U.S.C. §§ 327(e) AND 1107(b) AND FED. R. BANKR. P. 2014
AUTORIZING EMPLOYMENT AND RETENTION OF THOMPSON HINE LLP
AS INTELLECTUAL PROPERTY COUNSEL TO DEBTORS

("THOMPSON HINE RETENTION ORDER")

Upon the application, dated February 7, 2006 (the "Application"), of Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order (the "Order") under 11 U.S.C. §§ 327(e) and 1107(b) and Fed. R. Bankr. P. 2014 authorizing the employment and retention of Thompson Hine LLP ("Thompson Hine") as intellectual property counsel to the Debtors; and upon the Affidavit of Theodore D. Lienesch, sworn to February 6, 2006, in support of the Application (the "Lienesch Affidavit"); and this Court being satisfied with the representations made in the Application and the Lienesch Affidavit that Thompson Hine does not represent or hold any interest adverse to any of the Debtors' estates or the Debtors with respect to the matters on which Thompson Hine is to be employed, and that Thompson Hine's employment is necessary and would be in the best interests of each of the Debtors' estates; and it appearing that proper and adequate notice has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Application is GRANTED.
2. The Debtors' employment of Thompson Hine as their intellectual property counsel, pursuant to the Application, is approved under sections 327(e) and 1107(b) of the Bankruptcy Code and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), with approval of such employment being effective as of the Petition Date, October 8, 2005.
3. Thompson Hine shall be compensated in accordance with the standards and procedures set forth in sections 330 and 331 of the Bankruptcy Code and all applicable Bankruptcy Rules, Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York (the "Local Rules"), guidelines established by the Office of the United States Trustee, and further orders of this Court.
4. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Final Order.

5. The requirement under Local Rule 9013-1(b) for the service and filing of a separate memorandum of law is deemed satisfied by the Application.

Dated: New York, New York
[], 2006

UNITED STATES BANKRUPTCY JUDGE